MORGAN STANLEY
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December 2018

Preliminary Terms No. 1,282

Registration Statement Nos. 333-221595; 333-221595-01

Dated December 3, 2018

Filed pursuant to Rule 433

Morgan Stanley Finance LLC

Structured Investments

Opportunities in International Equities

Market-Linked Notes due December 29, 2021

Based on the Value of the EURO STOXX 50® Index

Fully and Unconditionally Guaranteed by Morgan Stanley

The notes are unsecured obligations of Morgan Stanley Finance LLC ("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.

Summary Terms	
Issuer:	Morgan Stanley Finance LLC
Guarantor:	Morgan Stanley
Issue price:	$1,000 per note
Stated principal amount:	$1,000 per note
Aggregate principal amount:	$
Pricing date:	December 21, 2018
Original issue date:	December 31, 2018 (5 business days after the pricing date)
Maturity date:	December 29, 2021

Interest:	None
Underlying index:	EURO STOXX 50® Index
Payment at maturity:	The payment due at maturity per $1,000 stated principal amount will equal: $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 105%. 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:	, which is the index closing value on the pricing date
Final index value:	The index closing value on the determination date
Determination date:	December 21, 2021, subject to postponement for non-index business days and certain market disruption events
CUSIP:	61768DTH8
ISIN:	US61768DTH88
Listing:	The notes will not be listed on any securities exchange.
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:	Approximately $951.10 per note, or within $22.50 of that estimate. See "Investment Summary" beginning on page 2.

Commissions and issue price:	Price to public	Agent's commissions and fees	Proceeds to us(3)
Per note	$1,000	$25.00(1) $4.00(2)	$971.00
Total	$	$	$

We are also offering, pursuant to Preliminary Terms No. 1,283, a separate issuance of notes, being sold only to fee-based advisory accounts, with terms similar to those of this issuance but with a higher participation rate.

(1) Selected dealers and their financial advisors will collectively receive from the agent, Morgan Stanley & Co. LLC, a fixed sales commission of $25.00 for each note they sell. See "Supplemental information regarding plan of distribution; conflicts of interest." For additional information, see "Plan of Distribution (Conflicts of Interest)" in the accompanying product supplement for equity-linked notes.

(2) Reflects a structuring fee payable to selected dealers and their financial advisors by the agent or its affiliates of $4.00 per note.

(3) See "Use of proceeds and hedging" on page 12.

The notes involve risks not associated with an investment in ordinary debt securities. See "Risk Factors" beginning on page 5.

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

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

You should read this document together with the related product supplement, index supplement and prospectus, each of which can be accessed via the hyperlinks below. Please also see "Additional Terms of the Notes" and "Additional Information About the Notes" 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 Equity-Linked Notes dated November 16, 2017	Index Supplement dated November 16, 2017	**Prospectus dated November 16, 2017**

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Investment Summary

Market-Linked Notes

The Market-Linked Notes due December 29, 2021 Based on the Value of the EURO STOXX 50® Index (the "notes") offer at least 105% participation (to be determined on the pricing date) in the positive performance of the underlying index. The notes provide investors:

§ an opportunity to gain exposure to the EURO STOXX 50® Index

§ the repayment of principal at maturity, subject to our creditworthiness

§ at least 105% participation in any appreciation of the underlying index over the term of the notes. The actual participation rate will be determined on the pricing date.

§ no exposure to any decline of the underlying index if the notes are held to maturity

At maturity, if the underlying index has depreciated or has not appreciated at all, you will receive the stated principal amount of $1,000 per note, without any positive return on your investment. All payments on the notes, including the repayment of principal at maturity, are subject to our credit risk.

Maturity:	Approximately 3 years
Participation rate:	At least 105% (to be determined on the pricing date)
Interest:	None

The original issue price of each note is $1,000. This price includes costs associated with issuing, selling, structuring and hedging the notes, which are borne by you, and, consequently, the estimated value of the notes on the pricing date will be less than $1,000. We estimate that the value of each note on the pricing date will be approximately $951.10, or within $22.50 of that estimate. Our estimate of the value of the notes 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 notes on the pricing date, we take into account that the notes comprise both a debt component and a performance-based component linked to the underlying index. The estimated value of the notes is determined using our own pricing and valuation models, market inputs and assumptions relating to the underlying index, instruments based on the underlying index, 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 notes?

In determining the economic terms of the notes, including the participation rate, 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 notes 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 notes?

The price at which MS & Co. purchases the notes in the secondary market, absent changes in market conditions, including those related to the underlying index, 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 notes 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 notes in the secondary market, absent changes in market conditions, including those related to the underlying index, 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 notes, and, if it once chooses to make a market, may cease doing so at any time.

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Key Investment Rationale

Market-Linked Notes offer investors exposure to the performance of equities or equity indices and provide for the repayment of principal at maturity. They are for investors who are concerned about principal risk but seek an equity index-based return, and who are willing to forgo yield in exchange for the repayment of principal at maturity plus the potential to receive a supplemental redemption amount, if any, based on the performance of the underlying index.

Repayment of Principal	The notes offer investors at least 105% upside exposure to the performance of the underlying index, while providing for the repayment of principal in full at maturity. The actual participation rate will be determined on the pricing date.
Upside Scenario	The underlying index increases in value, and, at maturity, the notes pay the stated principal amount of $1,000 plus at least 105% (to be determined on the pricing date) of the appreciation of the underlying index. There is no limitation on the appreciation potential.
Par Scenario	The underlying index declines or does not appreciate in value, and, at maturity, the notes pay only the stated principal amount of $1,000.

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Hypothetical Payout on the Notes

At maturity, for each $1,000 stated principal amount of notes that you hold, you will receive the stated principal amount of $1,000 *plus* a supplemental redemption amount, if any. The supplemental redemption amount will be calculated on the determination date as follows:

(i) $1,000 times (ii) the index percent change times (iii) the participation rate.

The payment due at maturity will not be less than $1,000 per note regardless of the performance of the underlying index.

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 105%. 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
100.00%	7,000.00	$1,000	$1,050.00	$2,050.00	105.00%
90.00%	6,650.00	$1,000	$945.00	$1,945.00	94.50%
80.00%	6,300.00	$1,000	$840.00	$1,840.00	84.00%
70.00%	5,950.00	$1,000	$735.00	$1,735.00	73.50%
60.00%	5,600.00	$1,000	$630.00	$1,630.00	63.00%
50.00%	5,250.00	$1,000	$525.00	$1,525.00	52.50%
40.00%	4,900.00	$1,000	$420.00	$1,420.00	42.00%
30.00%	4,550.00	$1,000	$315.00	$1,315.00	31.50%
20.00%	4,200.00	$1,000	$210.00	$1,210.00	21.00%
10.00%	3,850.00	$1,000	$105.00	$1,105.00	10.50%
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%
-90.00%	350.00	$1,000	$0.00	$1,000	0.00%
-100.00%	0.00	$1,000	$0.00	$1,000	0.00%

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Risk Factors

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

§ **The notes do not pay interest and may not pay more than the stated principal amount at maturity.** If the index percent change is less than or equal to 0%, you will receive only the stated principal amount of $1,000 for each note you hold at maturity. As the notes do not pay any interest, if the underlying index does not appreciate sufficiently over the term of the notes, the overall return on the notes (the effective yield to maturity) may be less than the amount that would be paid on a conventional debt security of ours of comparable maturity. The notes have been designed for investors who are willing to forgo market floating interest rates in exchange for a supplemental redemption amount, if any, based on the performance of the underlying index.

§ **The market price of the notes will be influenced by many unpredictable factors.** Several factors will influence the value of the notes in the secondary market and the price at which MS & Co. may be willing to purchase or sell the notes in the secondary market, including the value of the underlying index at any time and, in particular, on the determination date, the volatility (frequency and magnitude of changes in value) of the underlying index, dividend rate on the stocks underlying the index, interest and yield rates in the market, time remaining until the notes mature, geopolitical conditions and economic, financial, political, regulatory or judicial events that affect the underlying index or equities markets generally and which may affect the final index value of the underlying index and any actual or anticipated changes in our credit ratings or credit spreads. The value of the underlying index may be, and has recently been, volatile, and we can give you no assurance that the volatility will lessen. See "EURO STOXX 50® Index Overview" below. You may receive less, and possibly significantly less, than the stated principal amount per note if you try to sell your notes prior to maturity.

§ **There are risks associated with investments in securities linked to the value of foreign equity securities.** The notes are linked to the value of foreign equity securities. Investments in securities linked to the value of foreign equity securities involve risks associated with the securities markets in those countries, including risks of volatility in those markets, governmental intervention in those markets and cross-shareholdings in companies in certain countries. Also, there is generally less publicly available information about foreign companies than about U.S. companies that are subject to the reporting requirements of the United States Securities and Exchange Commission, and foreign companies are subject to accounting, auditing and financial reporting standards and requirements different from those applicable to U.S. reporting companies. The prices of securities issued in foreign markets may be affected by political, economic, financial and social factors in those countries, or global regions, including changes in government, economic and fiscal policies and currency exchange laws. Local securities markets may trade a small number of securities and may be unable to respond effectively to increases in trading volume, potentially making prompt liquidation of holdings difficult or impossible at times. Moreover, the economies in such countries may differ favorably or unfavorably from the economy in the United States in such respects as growth of gross national product, rate of inflation, capital reinvestment, resources, self-sufficiency and balance of payment positions between countries.

§ **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.** You are dependent on our ability to pay all amounts due on the notes at maturity and therefore you are subject to our credit risk. The notes are not guaranteed by any other entity. If we default on our obligations under the notes, your investment would be at risk and you could lose some or all of your investment. As a result, the market value of the notes 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 notes.

§ **As a finance subsidiary, MSFL has no independent operations and will have no independent assets.** As a finance subsidiary, MSFL has no independent operations beyond the issuance and administration of its securities and will have no independent assets available for distributions to holders of MSFL securities if they make claims in respect of such securities in a bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders will be limited to those available under the related guarantee by Morgan Stanley and that guarantee will rank *pari passu* with all other unsecured, unsubordinated obligations of Morgan Stanley. Holders will have recourse only to a single claim against Morgan Stanley and its assets under the guarantee. Holders of securities issued by MSFL should accordingly assume that in any such proceedings they would not have any priority over and should be treated *pari passu* with the claims of other unsecured, unsubordinated creditors of Morgan Stanley, including holders of Morgan Stanley-issued securities.

§ **The amount payable on the notes is not linked to the value of the underlying index at any time other than the determination date.** The final index value will be based on the index closing value on the determination date, subject to postponement for non-index business days and certain market disruption events. Even if the value of the underlying index appreciates prior to the determination date but then drops by the determination date, the payment at maturity may 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 index prior to such drop. Although the actual value of the underlying index on the stated maturity date or at other times during the term of the notes may be higher than the index closing value on the determination date, the payment at maturity will be based solely on the index closing value on 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.** 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 notes 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 notes in the original issue price and the lower rate we are willing to pay as issuer make the economic terms of the notes less favorable to you than they otherwise would be.

However, because the costs associated with issuing, selling, structuring and hedging the notes 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 notes in the secondary market, absent changes in market conditions, including those related to the underlying index, 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 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.** 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 notes than those generated by others, including other dealers in the market, if they attempted to value the notes. 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 notes in the secondary market (if any exists) at any time. The value of your notes 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 notes will be influenced by many unpredictable factors" above.

§ **Adjustments to the underlying index could adversely affect the value of the notes**. The publisher of the underlying index can add, delete or substitute the stocks underlying the index, and can make other methodological changes required by certain events relating to the underlying stocks, such as stock dividends, stock splits, spin-offs, rights offerings and extraordinary dividends, that could change the value of the underlying index. Any of these actions could adversely affect the value of the notes. The publisher of the underlying index may also discontinue or suspend calculation or publication of the underlying index at any time. In these circumstances, MS & Co., as the calculation agent, will have the sole discretion to substitute a successor index that is comparable to the discontinued index. MS & Co. could have an economic interest that is different than that of investors in the notes insofar as, for example, MS & Co. is permitted to consider indices that are calculated and published by MS & Co. or any of its affiliates. If MS & Co. determines that there is no appropriate successor index on such determination date, the index closing value on the determination date will be an amount based on the values of the stocks underlying the discontinued index at the time of such discontinuance, without rebalancing or substitution, computed by MS & Co, as calculation agent, in accordance with the formula for calculating the index closing value last in effect prior to discontinuance of the underlying index.

§ **Investing in the notes is not equivalent to investing in the underlying index.** Investing in the notes is not equivalent to investing in the underlying index or its component stocks. As an investor in the notes, you will not have voting rights or rights to receive dividends or other distributions or any other rights with respect to stocks that constitute the underlying index. See "Hypothetical Payout on the Notes" above.

§ **The notes will not be listed on any securities exchange and secondary trading may be limited. Accordingly, you should be willing to hold your notes for the entire 3-year term of the notes.** The notes will not be listed on any securities exchange. Therefore, there may be little or no secondary market for the notes. MS & Co. may, but is not obligated to, make a market in the notes and, if it once chooses to make a market, may cease doing so at any time. When it does make a market, it will generally do so for transactions of routine secondary market size at prices based on its estimate of the current value of the notes, 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 notes. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the notes easily. Since other broker-dealers

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may not participate significantly in the secondary market for the notes, the price at which you may be able to trade your notes 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 notes, it is likely that there would be no secondary market for the notes. Accordingly, you should be willing to hold your notes to maturity.

§ **The calculation agent, which is a subsidiary of Morgan Stanley and an affiliate of MSFL, will make determinations with respect to the notes.** As calculation agent, MS & Co. will determine the initial index value and the final index value, and will calculate the amount of cash you will 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 index closing value in the event of a discontinuance of the underlying 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 Equity-Linked Notes—Supplemental Redemption Amount," "—Calculation Agent and Calculations," "—Alternate Exchange Calculation in the Case of an Event of Default" and "—Discontinuance of Any Underlying Index; Alteration of Method of Calculation" in the accompanying product supplement for equity-linked notes. In addition, MS & Co. has determined the estimated value of the notes on the pricing date.

§ **Hedging and trading activity by our affiliates could potentially adversely affect the value of the notes.** One or more of our affiliates and/or third-party dealers expect to carry out hedging activities related to the notes (and to other instruments linked to the underlying index or its component stocks), including trading in the stocks that constitute the underlying index as well as in other instruments related to the underlying index. As a result, these entities may be unwinding or adjusting hedge positions during the term of the notes, and the hedging strategy may involve greater and more frequent dynamic adjustments to the hedge as the determination date approaches. Some of our affiliates also trade the stocks that constitute the underlying index and other financial instruments related to the underlying 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 index value, and, therefore, could increase the value at or above which the underlying index must close on the determination date before you would receive at maturity a payment that exceeds the stated principal amount of the notes. Additionally, such hedging or trading activities during the term of the notes, including on the determination date, could adversely affect the closing value of the underlying index on the determination date, and, accordingly, the amount of cash an investor will receive at maturity.

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EURO STOXX 50® Index Overview

The EURO STOXX 50® Index was created by STOXX Limited, which is owned by Deutsche Börse AG and SIX Group AG. Publication of the EURO STOXX 50® Index began on February 26, 1998, based on an initial index value of 1,000 at December 31, 1991. The EURO STOXX 50® Index is composed of 50 component stocks of market sector leaders from within the STOXX 600 Supersector Indices, which includes stocks selected from the Eurozone. The component stocks have a high degree of liquidity and represent the largest companies across all market sectors. For additional information about the EURO STOXX 50® Index, see the information set forth under "EURO STOXX 50® Index" in the accompanying index supplement.

Information as of market close on November 27, 2018:

Bloomberg Ticker Symbol:	SX5E
Current Index Value:	3,166.42
52 Weeks Ago:	3,564.02
52 Week High (on 1/23/2018):	3,672.29
52 Week Low (on 11/20/2018):	3,116.07

The following graph sets forth the daily index closing values of the underlying index for each quarter in the period from January 1, 2013 through November 27, 2018. The related table sets forth the published high and low closing values, as well as end-of-quarter closing values, of the underlying index for each quarter in the same period. The index closing value of the underlying index on November 27, 2018 was 3,166.42. We obtained the information in the table and graph below from Bloomberg Financial Markets, without independent verification. The underlying index has at times experienced periods of high volatility. You should not take the historical values of the underlying index as an indication of its future performance, and no assurance can be given as to the index closing value of the underlying index on the determination date.

EURO STOXX 50® Index Daily Index Closing Values

January 1, 2013 to November 27, 2018

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EURO STOXX 50® Index	High	Low	Period End
2013			
First Quarter	2,749.27	2,570.52	2,624.02
Second Quarter	2,835.87	2,511.83	2,602.59
Third Quarter	2,936.20	2,570.76	2,893.15
Fourth Quarter	3,111.37	2,902.12	3,109.00
2014			
First Quarter	3,172.43	2,962.49	3,161.60
Second Quarter	3,314.80	3,091.52	3,228.24
Third Quarter	3,289.75	3,006.83	3,225.93
Fourth Quarter	3,277.38	2,874.65	3,146.43
2015			
First Quarter	3,731.35	3,007.91	3,697.38
Second Quarter	3,828.78	3,424.30	3,424.30
Third Quarter	3,686.58	3,019.34	3,100.67
Fourth Quarter	3,506.45	3,069.05	3,267.52
2016			
First Quarter	3,178.01	2,680.35	3,004.93
Second Quarter	3,151.69	2,697.44	2,864.74
Third Quarter	3,091.66	2,761.37	3,002.24
Fourth Quarter	3,290.52	2,954.53	3,290.52
2017			
First Quarter	3,500.93	3,230.68	3,500.93
Second Quarter	3,658.79	3,409.78	3,441.88
Third Quarter	3,594.85	3,388.22	3,594.85
Fourth Quarter	3,697.40	3,503.96	3,503.96
2018			
First Quarter	3,672.29	3,278.72	3,361.50
Second Quarter	3,592.18	3,340.35	3,395.60
Third Quarter	3,527.18	3,293.36	3,399.20
Fourth Quarter (through November 27, 2018)	3,414.16	3,116.07	3,166.42

"EURO STOXX 50®" and "STOXX®" are registered trademarks of STOXX Limited. For more information, see "EURO STOXX 50® Index" in the accompanying index supplement.

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Additional Terms of the Notes

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

Additional Terms:

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

Underlying index publisher:	STOXX Limited
Denominations:	$1,000 and integral multiples thereof
Interest:	None
Bull or bear notes:	Bull notes
Call right:	The notes are not callable prior to the maturity date
Postponement of maturity date:	If the determination date is postponed so that it falls less than two business days prior to the scheduled maturity date, the maturity date will be postponed to the second business day following the determination date as postponed.
Equity-linked notes:	All references to “equity-linked notes” or related terms in the accompanying product supplement for equity-linked notes shall be deemed to refer to market-linked notes when read in conjunction with this document.
Trustee:	The Bank of New York Mellon
Calculation agent:	MS & Co.
Issuer notice to registered note holders, the trustee and the depositary:	In the event that the maturity date is postponed due to postponement of the determination 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 notes 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 “depositary”) by telephone or facsimile, confirmed by mailing such notice to the depositary by first class mail, postage prepaid. Any notice that is mailed to a registered holder of the notes 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

determination date for determining the final index value.

The issuer shall, or shall cause the calculation agent to, (i) provide written notice to the trustee at its New York office, on which notice the trustee may conclusively rely, and to the depositary of the payment at maturity on or prior to 10:30 a.m. (New York City time) on the business day preceding the maturity date and (ii) deliver the aggregate cash amount due with respect to the notes to the trustee for delivery to the depositary, as a registered holder of the notes, on the maturity date.

Morgan Stanley Finance LLC

Market-Linked Notes due December 29, 2021

Based on the Value of the EURO STOXX 50® Index

Additional Information About the Notes

Additional Information:

Minimum ticketing size:	$1,000 / 1 note
Tax considerations:	In the opinion of our counsel, Davis Polk & Wardwell LLP, the notes should be treated as "contingent payment debt instruments" for U.S. federal income tax purposes, as described in the section of the accompanying product supplement called "United States Federal Taxation—Tax Consequences to U.S. Holders." Under this treatment, if you are a U.S. taxable investor, you generally will be subject to annual income tax based on the "comparable yield" (as defined in the accompanying product supplement) of the notes, even though no interest is payable on the notes. In addition, any gain recognized by U.S. taxable investors on the sale or exchange, or at maturity, of the notes generally will be treated as ordinary income. If the notes were priced on November 29, 2018, the "comparable yield" for the notes would be a rate of 3.7169 % per annum, compounded semi-annually; however, the comparable yield will be determined on the pricing date and may be significantly higher or lower than the comparable yield set forth above. Based on the comparable yield set forth above, the "projected payment schedule" for a note (assuming an issue price of $1,000) consists of a single projected amount equal to $1,116.8200 due at maturity. The comparable yield and the projected payment schedule for the notes will be updated in the final pricing supplement. You should read the discussion under "United States Federal Taxation" in the accompanying product supplement concerning the U.S. federal income tax consequences of an investment in the notes. The following table states the amount of original issue discount ("OID") (without taking into account any adjustment to reflect the difference, if any, between the actual and the projected amount of the contingent payment on a note) that will be deemed to have accrued with respect to a note for each accrual period (assuming a day count convention of 30 days per month and 360 days per year), based upon the comparable yield set forth above.

ACCRUAL PERIOD	OID DEEMED TO ACCRUE DURING ACCRUAL PERIOD (PER NOTE)	TOTAL OID DEEMED TO HAVE ACCRUED FROM ORIGINAL ISSUE DATE (PER NOTE) AS OF END OF ACCRUAL PERIOD
Original Issue Date through December 31, 2018	$0.1032	$0.1032
January 1, 2019 through June 30, 2019	$18.5864	$18.6896
July 1, 2019 through December 31, 2019	$18.9318	$37.6214
January 1, 2020 through June 30, 2020	$19.2837	$56.9051
July 1, 2020 through December 31, 2020	$19.6421	$76.5472

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	6,709,322	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	¨
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	18.0%	
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	IN	

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The Statement on Schedule 13D dated November 13, 2002 filed by Goldman Industrial Ltd. (Goldman) and Coomber Investment Limited (Coomber) with the United States Securities and Exchange Commission (the Commission) on December 16, 2002, as amended by Schedule 13D (Amendment No. 1) filed with the Commission on June 23, 2003 by Goldman, Coomber, Zhong Lin Development Company Limited (Zhong Lin), Guangxi Yuchai Machinery Group Company (formerly referred to in such Schedule 13D as Guangxi Yuchai Machinery State Holding Company and referred to herein as GY Group), Qin Xiaocong, Zhu Guoxin and Yuan Xucheng (collectively, the Reporting Persons), Schedule 13D (Amendment No. 2) filed with the Commission by the Reporting Persons on July 9, 2003, Schedule 13D (Amendment No. 3) filed with the Commission by the Reporting Persons on August 5, 2003, Schedule 13D (Amendment No. 4) filed with the Commission by the Reporting Persons on December 23, 2003, Schedule 13D (Amendment No. 5) filed with the Commission by the Reporting Persons on March 15, 2004, Schedule 13D (Amendment No. 6) filed with the Commission by the Reporting Persons on February 15, 2005, Schedule 13D (Amendment No.7) filed with the Commission by the Reporting Persons on April 18, 2005, and Schedule 13D (Amendment No.8) filed with the Commission by the Reporting Persons on August 9, 2006 is hereby amended with respect to the items set forth below. Capitalized terms used without definition in this Schedule 13D (Amendment No. 9) have the meanings set forth in the Reporting Persons Schedule 13D (Amendment No. 1).

Item 2. Identity and Background.

Information appearing in Item 2 is supplemented as follows:

On September 29, 2006, with a signed acknowledgment from Zhong Lin, Mr. Qin Xiaocong transferred his one share of Goldman to Mr. Zhang Shiyong, and Mr. Zhu Guoxin transferred his one share of Goldman to Mr. Du Futian, such transfers were made in exchange for consideration of $2.00 each. From and after the filing of this Schedule 13D (Amendment No. 9), Messrs. Zhang Shiyong and Du Futian, both citizens of the PRC, are added as Reporting Persons, and each of Mr. Qin Xiaocong and Mr. Zhu Guoxin ceases to be a Reporting Person.

Pursuant to Declarations of Trust, each dated September 29, 2006, Messrs. Zhang Shiyong and Du Futian have declared that they hold their respective shares of Goldman in trust for the benefit of GY Group and that they agree to exercise all rights which may accrue by virtue of their ownership of their respective shares in Goldman for the benefit of GY Group. Mr. Yuan Xucheng executed an identical Declaration of Trust with respect to his share in Goldman on the same date. As a result, from and after the filing of this Schedule 13D (Amendment No. 9), Zhong Lin ceases to be a Reporting Person.

On September 29, 2006, Messrs. Qin Xiaocong and Zhu Guoxin resigned as directors of Coomber and of Goldman, and Mr. Yuan Xucheng resigned as a director of Coomber. On that same day, Mr. Zhang Shiyong and Mr. Du Futian were named as directors of Coomber and of Goldman. Mr. Zhang Shiyong s and Mr. Du Futian s addresses, principal occupations or employment and the organization at which such principal occupations or employment are carried on are as follows:

Name/Title/Citizenship	**Address**	**Occupation and Address**
Zhang Shiyong	1052 He Ping Road,	Director of Coomber and of Goldman
Director	Lo Wu District,	Goldman Industrial Ltd.
PRC citizen	Shenzhen,	P.O. Box 957,
	Guangdong, PRC	Offshore Incorporation Centre,
		Road Town, Tortola,
		British Virgin Islands
Du Futian	41 Tiaoqiao Road,	Director of Coomber and of Goldman
Director	Yuchai Bei District,	Goldman Industrial Ltd.
PRC citizen	Yulin Town, Yulin,	P.O. Box 957,
	Guangxi, PRC	Offshore Incorporation Centre,
		Road Town, Tortola,

British Virgin Islands

None of Mr. Zhang Shiyong and Mr. Du Futian has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

In addition, the table below sets forth a list of all current directors and executive officers of GY Group, and their respective principal occupations and addresses:

Name/Title/Citizenship	**Address**	**Occupation and Address**
Yan Ping Chairman of the Board, Director and Secretary of the Party Committee PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Chairman of the Board, Director and Secretary of the Party Committee of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Liu Biqing Vice Chairman of the Board, Director and Vice Secretary of the Party Committee PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Vice Chairman of the Board, Director and Vice Secretary of the Party Committee of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Liu Weike Vice Chairman of the Board and Director PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Vice Chairman of the Board and Director of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Zhou Zhenqiu Director and General Manager PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Director and General Manager of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Chen Huiwen Director and Vice General Manager PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Director and Vice General Manager of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Feng Qihua Director and Chief Accountant PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Director and Chief Accountant of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Gu Tangsheng Director and Assistant for Chairman PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Director and Assistant for Chairman of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Zeng Shiqiang	Yulin City	

Director and Assistant for Chairman PRC citizen	Guangxi Zhuang Autonomous Region, PRC	Director and Assistant for Chairman of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC
Zhang Shiyong Director PRC citizen	Yulin City Guangxi Zhuang Autonomous Region, PRC	Director of Guangxi Yuchai Machinery Group Company Yuchai Avenue, Yulin City, Guangxi Zhuang Autonomous Region, PRC

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Item 5. Interest in Securities of the Issuer.

Item 5 is amended by the addition of the following:

As of the date of this Schedule 13D (Amendment No. 9), 6,709,322 shares of Common Stock are beneficially owned by the Reporting Persons, constituting approximately 18.0% of the outstanding shares of Common Stock. As a result of the arrangements described in Item 2 above, Mr. Qin Xiaocong, Mr. Zhu Guoxin and Zhong Lin cease to be Reporting Persons. Messrs. Zhang Shiyong, Du Futian and Yuan Xucheng own their shares of Goldman for the benefit of GY Group and subject to the direction of Yulin City Government. Yulin City Government controls GY Group and through GY Group controls Goldman and Coomber, and may be deemed to be the ultimate beneficial owner of the Common Stock reported by the Reporting Persons in this Schedule 13D. To the extent it exercises such beneficial ownership of the Common Stock through the Reporting Persons, Yulin City Government may be deemed to share such beneficial ownership with the Reporting Persons.

Each of the Reporting Persons who is an individual disclaims any beneficial interest in the CYI shares reported in this Schedule 13D (Amendment No. 9).

Except for the settlement of the Forward Contracts described in the Schedule 13D (Amendment No. 8) filed on August 9, 2006, none of the Reporting Persons has effected any transactions in the Company s Common Stock during the 60 days preceding the filing of this Schedule 13D (Amendment No. 9).

Item 7. Material to be Filed as Exhibits.

Exhibit	**Document**
36	Declaration of Trust of Zhang Shiyong dated September 29, 2006
37	Declaration of Trust of Du Futian dated September 29, 2006
38	Declaration of Trust of Yuan Xucheng dated September 29, 2006

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information in this statement is true, complete and correct.

Dated: September 29, 2006

COOMBER INVESTMENTS LIMITED

By:	/s/ Zhang Shiyong
Name:	Zhang Shiyong
Title:	Director

GOLDMAN INDUSTRIAL LTD.

By:	/s/ Zhang Shiyong
Name:	Zhang Shiyong
Title:	Director

ZHONG LIN DEVELOPMENT COMPANY LIMITED

By:	/s/ Qin Xiaocong
Name:	Qin Xiaocong
Title:	Director

GUANGXI YUCHAI MACHINERY GROUP COMPANY

By:	/s/ Zhang Shiyong
Name:	Zhang Shiyong
Title:	Director

/s/ Qin Xiaocong
Qin Xiaocong

/s/ Zhu Guoxin
Zhu Guoxin

/s/ Zhang Shiyong
Zhang Shiyong

/s/ Du Futian
Du Futian

/s/ Yuan Xucheng
Yuan Xucheng