

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant To Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 11, 2015

**Morgan Stanley**  
(Exact Name of Registrant  
as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-11758  
(Commission File Number)

36-3145972  
(IRS Employer Identification No.)

1585 Broadway, New York, New  
York  
(Address of Principal Executive  
Offices)

10036  
(Zip Code)

Registrant's telephone number, including area code: (212) 761-4000

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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**Item 8.01. Other Events.**

Morgan Stanley (the “Company”) announced today that it received no objection from the Board of Governors of the Federal Reserve System to the Company’s 2015 capital plan (the “Capital Plan”). The Capital Plan included a share repurchase of up to \$3.1 billion of common stock for the five quarters beginning in the second quarter of 2015 through the end of the second quarter of 2016, as well as an increase in the Company’s quarterly common stock dividend to \$0.15 per share from the current \$0.10 per share, beginning with the common stock dividend expected to be declared in the second quarter of 2015.

Share repurchases under the Company’s existing program authorized by the Board of Directors will be exercised from time to time through June 30, 2016, 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 \$0.15 per share, with the dividend payable in the second quarter of 2015.

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 and which reflect management’s current estimates, projections, expectations 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 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 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 and other items throughout the Form 10-K and the Company’s 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 March 11, 2015

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**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: March 11, 2015

By: /s/ Martin M. Cohen

Name: Martin M. Cohen

Title: Corporate Secretary

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Contact: Media Relations  
Michele Davis  
212 761 9621

Investor Relations  
Kathleen McCabe  
212 761 4469

# Morgan Stanley

For Immediate  
Release

## **Morgan Stanley Announces Share Repurchase of up to \$3.1 Billion of Common Stock and the Increase of Its Quarterly Dividend to \$0.15 Per Share**

NEW YORK, March 11, 2015 – Morgan Stanley announced today that it received no objection from the Board of Governors of the Federal Reserve System to the Firm’s 2015 Capital Plan. This capital plan included a share repurchase of up to \$3.1 billion of common stock for the five quarters beginning in the second quarter of 2015 through the end of the second quarter of 2016, as well as an increase in the Firm’s quarterly common stock dividend to \$0.15 per share from the current \$0.10 per share, beginning with the dividend expected to be declared in the second quarter of 2015.

James Gorman, Chairman and Chief Executive Officer of Morgan Stanley, said, “The successful repositioning of the firm and our ability to generate more consistent earnings enables us to increase both our dividend and share repurchase for the second consecutive year. Today’s actions reflect the hard work of our employees over the last several years as we have been executing our strategic priorities.”

Share repurchases under the Firm’s existing authorized program will be exercised from time to time through June 30, 2016, at prices Morgan Stanley deems appropriate subject to various factors, including its 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. Morgan Stanley’s Board of Directors intends to increase the quarterly common stock dividend to \$0.15 per share, with the dividend payable in the second quarter of 2015.

Morgan Stanley (NYSE: MS) is a leading global financial services firm providing investment banking, securities, investment management and wealth management services. With offices in more than 43 countries, The Firm's employees serve clients worldwide including corporations, governments, institutions and individuals. For further information about Morgan Stanley, please visit [www.morganstanley.com](http://www.morganstanley.com).

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