

MORGAN STANLEY
Form SC 13D/A
October 04, 2018

UNITED STATES

SECURITIES EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 14)*

MORGAN STANLEY

(Name of Issuer)

Common Stock, par value \$0.01 per Share

(Title of Class of Securities)

617446448

(CUSIP Number)

Naomi Hayashi

Managing Corporate Executive

Mitsubishi UFJ Financial Group, Inc.

7-1, Marunouchi 2-chome

Chiyoda-ku, Tokyo 100-8330

Japan

81-3-3240-1111

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

October 4, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

CUSIP NO. 617446448

13D

1. NAME OF REPORTING PERSON:

MITSUBISHI UFJ FINANCIAL GROUP, INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (*See Instructions*)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (*See Instructions*):

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

TOKYO, JAPAN

7. SOLE VOTING POWER:

NUMBER OF

SHARES

24.11%**

8. SHARED VOTING POWER:

BENEFICIALLY

OWNED BY

N/A

REPORTING

9. SOLE DISPOSITIVE POWER:

PERSON

WITH

24.11%**

10. SHARED DISPOSITIVE POWER:

N/A

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

420,745,409 shares**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (*See* Instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

24.11%**

14. TYPE OF REPORTING PERSON (*See* Instructions):

CO

** Includes 1,377,477 shares of common stock of Morgan Stanley that certain affiliates of the reporting person held solely in a fiduciary capacity as the trustee of trust accounts or as the manager of investment funds, other investment vehicles and managed accounts as of September 26, 2018. Such shares represent approximately 0.08% of the 24.11% reported in row 13 above. The reporting person disclaims beneficial ownership of such shares.

This statement (this Amendment) amends the Statement of Beneficial Ownership on Schedule 13D, filed on October 23, 2008, as amended by the first amendment thereto, filed on October 30, 2008, the second amendment thereto, filed on May 22, 2009, the third amendment thereto, filed on June 11, 2009, the fourth amendment thereto, filed on April 1, 2010, the fifth amendment thereto, filed on May 3, 2010, the sixth amendment thereto, filed on November 9, 2010, the seventh amendment thereto, filed on April 25, 2011, the eighth amendment thereto, filed on July 1, 2011, the ninth amendment thereto, filed on October 4, 2013, the tenth amendment thereto, filed on April 7, 2016, the eleventh amendment thereto, filed on November 28, 2017, the twelfth amendment thereto, filed on March 5, 2018 and the thirteenth amendment filed on April 18, 2018 (the Schedule 13D), by Mitsubishi UFJ Financial Group, Inc. (MUFG), a joint stock company incorporated in Japan, with respect to shares of common stock (the Common Stock) of Morgan Stanley, a Delaware corporation (the Company). Capitalized terms used and not defined in this Amendment shall have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

In addition to the 419,367,932 shares of Common Stock held by MUFG directly, as of September 26, 2018, certain affiliates of MUFG held in the aggregate 1,377,477 shares of Common Stock (the Managed Shares) solely in a fiduciary capacity as the trustee of trust accounts or as the manager of investment funds, other investment vehicles and managed accounts. MUFG disclaims beneficial ownership of the Managed Shares.

Item 4. Purpose of Transaction

On October 4, 2018, MUFG and the Company entered into the Fifth Amendment to the Investor Agreement (the Fifth Amendment to Investor Agreement) to amend the standstill and preemptive right provisions in the Amended Investor Agreement previously disclosed in the Schedule 13D.

The Amended Investor Agreement provided that the standstill provisions will terminate, unless extended, upon the earlier of (a) October 13, 2018 or (b) the date on which MUFG's Economic Interest Percentage is less than 10%. The Fifth Amendment to Investor Agreement extended this period so that the standstill provisions will terminate, unless extended, upon the earlier of April 13, 2021 or (b) the date on which MUFG's Economic Interest Percentage is less than 10%. The Amended Investor Agreement provided that the expiration date of the preemptive rights was October 13, 2018. The Fifth Amendment to Investor Agreement extended this expiration date to April 13, 2021.

The Fifth Amendment to Investor Agreement is filed as Exhibit 99.21 to this Amendment and is hereby incorporated by reference herein.

Item 5. Interest in Securities of the Issuer

(a) Rows (7) through (11) and (13) of the cover pages to this Amendment are hereby incorporated by reference. For purposes of calculating the percentages set forth on the cover pages of this Amendment, the number of shares outstanding is assumed to be 1,744,789,709 (which is the number of shares of Common Stock outstanding as of July 31, 2018, as reported by the Company in their Form 10-Q for the quarterly period ended June 30, 2018 filed on August 3, 2018).

As of October 4, 2018, MUFG beneficially owns 419,367,932 shares of Common Stock.

In addition, MUFG may be deemed to be the beneficial owner of the Managed Shares. MUFG disclaims beneficial ownership of the Managed Shares.

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The shares of Common Stock beneficially owned by MUFG (if MUFG is deemed to have beneficial ownership over the Managed Shares) represent approximately 24.11% of the outstanding shares of Common Stock.

(b) Subject to the right of clients to withdraw their assets, including the Managed Shares managed by MUFG's affiliates, MUFG has the sole power to vote or direct the vote and to dispose or to direct the disposition of shares of Common Stock beneficially owned by it as indicated in rows (7) through (11) and (13) of the cover pages to this Amendment.

(c) During the past sixty days, MUFG disposed of 5,053,616 shares of Common Stock in a transaction at a price of \$48.9642 per share pursuant to the Plan previously disclosed in the Schedule 13D. Details regarding the date, number of Common Stock disposed of and the price per share for the transaction are provided below.

| Date | Number of Common Stock Disposed of | Price per share of Common Stock |
|--------------------|---|--|
| September 21, 2018 | 5,053,616 | \$ 48.9642 |

Except for the transaction disclosed in this Item 5(c), neither MUFG nor, to its knowledge, any of its directors or executive officers has engaged in any transactions in shares of the Company's Common Stock in the past 60 days except transactions in a fiduciary capacity as described under Item 3.

(d) No other person is known by MUFG to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of the Company's securities beneficially owned by MUFG, except that, if MUFG is deemed to have beneficial ownership of the Managed Shares, dividends and the proceeds from the sale of Managed Shares will be the property of the customers for whom such Managed Shares are managed.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

| Exhibit | Description |
|----------------|---|
| 99.21. | Fifth Amendment to Investor Agreement dated October 4, 2018, between Morgan Stanley and Mitsubishi UFJ Financial Group, Inc.* |

* Filed herewith

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 4, 2018

MITSUBISHI UFJ FINANCIAL GROUP,
INC.

By: /s/ Naomi Hayashi

Name: Naomi Hayashi

Title: Managing Corporate Executive