

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 10727 / November 7, 2019

In the Matter of

**Morgan Stanley and
Morgan Stanley Finance LLC**

**ORDER UNDER RULE 405 OF THE
SECURITIES ACT OF 1933, GRANTING
WAIVERS FROM BEING INELIGIBLE
ISSUERS**

Morgan Stanley and Morgan Stanley Finance LLC (together “MS”) have submitted a letter, dated November 5, 2019, constituting an application for relief from MS being considered “ineligible issuers” under clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act of 1933 (“Securities Act”). MS requests relief from being considered “ineligible issuers” under Rule 405, due to the entry on November 7, 2019, of an order instituting administrative and cease-and-desist proceedings against Morgan Stanley Smith Barney LLC (“MSSB”), a subsidiary of Morgan Stanley (the “Cease-and-Desist Order”). The Cease-and-Desist Order requires, among other things, MSSB to cease and desist from committing or causing any violations and any future violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act.

Under clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act, an issuer becomes an ineligible issuer and thus unable to avail itself of well-known seasoned issuer status, if “[w]ithin the past three years (but in the case of a decree or order agreed to in a settlement, not before December 1, 2005), the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any judicial or administrative decree or order arising out of a governmental action that: (A) [p]rohibits certain conduct or activities regarding, including future violations of, the anti-fraud provisions of the federal securities laws...”

Under clause (2) of the definition of ineligible issuer in Rule 405 of the Securities Act, an issuer shall not be an ineligible issuer if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer.

Based on the representations set forth in MS’s November 5, 2019 request, and on other considerations, the Commission has determined that MS has made a showing of good cause under clause (2) of the definition of ineligible issuer in Rule 405 of the Securities Act and that BGC should not be considered an ineligible issuer by reason of the entry of the Cease-and-Desist Order. Any different facts from those represented would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The

Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Accordingly, the relief described above from MS being ineligible issuers under Rule 405 of the Securities Act is hereby granted.

By the Commission.

Vanessa A. Countryman
Secretary