

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20110261072-01**

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: Morgan Stanley & Co. LLC¹
Broker-Dealer
CRD No. 8209

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Morgan Stanley & Co. LLC (the "firm") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against the firm alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. The firm hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

The firm has been a member of FINRA since June 5, 1970, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

On May 17, 2011, FINRA accepted an AWC in connection with 20070113472 in which the firm was fined \$110,000, of which \$60,000 was for Trade Reporting and Compliance Engine ("TRACE") reporting violations that occurred from July 8, 2002 through July 7, 2009.

¹ Until April 16, 2008, the firm was registered as "Morgan Stanley & Co., Incorporated"; from April 17, 2008 to June 29, 2011 it was registered as "Morgan Stanley & Co. Incorporated"; from June 30, 2011 to the present it has been registered as "Morgan Stanley & Co. LLC."

On May 13, 2011, FINRA accepted an AWC in connection with 20080151815 in which the firm was fined \$10,000 for OATS reporting violations that occurred in the first quarter of 2008.

On January 8, 2010, FINRA accepted an AWC in connection with 20080144156 in which the firm was fined \$6,000 for TRACE reporting violations that occurred in the second quarter of 2008.

On September 28, 2009, FINRA accepted an AWC in connection with 20070107197 in which the firm was fined \$55,000, of which \$42,500 was for TRACE reporting and recordkeeping violations that occurred in the third and fourth quarters of 2007.

SUMMARY

In connection with 20110261072, the Trading and Market Making Surveillance (“TMMS”) staff of Market Regulation reviewed the firm’s trading activity for trade dates October 11-12, 2011 (the “TMMS review period”).

In connection with 20120308584, the TRACE staff of Market Regulation reviewed the firm’s TRACE reporting of Agency Debt transactions involving new issues for the period May 10, 2011 through September 30, 2011 (the “TRACE Agency review period”).

In connection with 20120325014, the TRACE staff of Market Regulation reviewed the firm’s TRACE reporting of Corporate Bond transactions involving new issues for the period October 1, 2011 through March 31, 2012 (the “TRACE Corporate review period”).

FACTS AND VIOLATIVE CONDUCT

20110261072 (TMMS review)

1. During the TMMS review period, the firm transmitted to OATS eight reports that contained inaccurate, incomplete, or improperly formatted data. Specifically, the reports contained inaccurate Account Type Codes. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 7450.

20120308584 (TRACE Agency review)

2. During the TRACE Agency review period, the firm, as managing underwriter, failed to report to FINRA 53 new issue offerings in TRACE-eligible Agency Debt securities according to the time frames set forth in FINRA Rule 6760(c). These 53 offerings constituted 28.5 percent of the new issue reports in TRACE-eligible Agency Debt securities that the firm should have submitted to FINRA during the review period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6760(c).

20120325014 (TRACE Corporate review)

3. During the TRACE Corporate review period, the firm, as managing underwriter, failed to report to FINRA 82 new issue offerings in TRACE-eligible Corporate Debt securities according to the time frames set forth in FINRA Rule 6760(c). These 82 offerings constituted 34.2 percent of the new issue reports in TRACE-eligible Corporate Debt securities that the firm should have submitted to FINRA during the review period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6760(c).

- B. The firm also consents to the imposition of the following sanctions:

A censure and a fine of \$37,500 (\$7,500 for the OATS reporting violations; \$20,000 for the TRACE Agency reporting violations; and \$10,000 for the TRACE Corporate reporting violations).

The firm agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

The firm specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

The firm specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel, to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, the firm specifically and voluntarily waives any right to claim bias or prejudgment of the General Counsel, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

The firm further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

The firm understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs (“ODA”), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against the firm; and
- C. If accepted:
 - 1. this AWC will become part of the firm’s permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 - 2. this AWC will be made available through FINRA's public disclosure program in response to public inquiries about the firm’s disciplinary record;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. The firm may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. The firm may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm’s right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. The firm may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

July 11, 2013
Date

By: [Signature]

Title: Executive Director

8/6/13
Date