

Form ADV Firm Brochure Morgan Stanley Smith Barney LLC

Financial Planning Services

March 26, 2021

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This Firm Brochure provides information about the qualifications and business practices of Morgan Stanley Smith Barney LLC (“MSWM”). If you have any questions about the contents of this Brochure, please contact us at (914) 225-1000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about MSWM also is available on the SEC’s website at www.adviserinfo.sec.gov. Registration with the SEC does not imply a certain level of skill or training.

Item 2: Material Changes

This section identifies and discusses material changes to the ADV Brochure since the version of this Brochure dated March 26, 2020. For more details on any particular matter, please see the item in this ADV Brochure referred to in the summary below.

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Item 4: Advisory Business

A. Description of MSWM, Principal Owners

Morgan Stanley Smith Barney LLC (“Morgan Stanley Wealth Management”, “MSWM”, “we” or “us”) is a registered investment adviser, a registered broker-dealer, and a member of the New York Stock Exchange. MSWM is one of the largest financial services firms in the U.S. with branch offices in all 50 states and the District of Columbia.

MSWM offers clients (“you” and “your”) many different advisory programs. Many of MSWM’s advisory services are provided by its Consulting Group business unit. You may obtain ADV Brochures for other MSWM investment advisory programs at www.morganstanley.com/ADV or by asking your Financial Advisor or (for Morgan Stanley Private Wealth Management clients) your Private Wealth Advisor. (Throughout the rest of this Brochure, “Financial Advisor” means either your Financial Advisor or your Private Wealth Advisor, as applicable.)

For additional information about MSWM, a copy of MSWM’s Form ADV Part 1 is available upon request. Form ADV Part 1 is also publicly available at the SEC’s website at www.adviserinfo.sec.gov.

B. Description of Advisory Services

MSWM Financial Planning

Financial Plan

At your request, MSWM will provide a financial plan through one of its Financial Advisors and/or MSWM’s Estate Planning Strategies Group, who utilize MSWM approved financial planning tool(s) (a “Financial Plan”). Clients desiring a Financial Plan complete a detailed discovery process with their Financial Advisor, which includes a discussion of their financial resources and projected needs, and provide copies of any documents that MSWM may reasonably request as necessary to evaluate a client’s financial circumstances. Generally, this process seeks information about your current assets, liabilities, income sources, and expenditures, current tax status and future objectives, educational, retirement and other long-term financial goals, insurance and estate planning needs. MSWM relies on your care, completeness and clarity in responding to this discovery process, as your input will form the factual basis for the Financial Plan.

Each Financial Plan is tailored to the individual needs of each client, but generally the Financial Plan shall include an analysis of the client’s current financial position, a summary of the client’s financial objectives that were identified in the discovery process (e.g., education, retirement, estate planning, and other long-term financial goals), and recommendations and an analysis regarding each of those financial objectives.

MSWM acts as your investment adviser, and not as your broker, in providing a Financial Plan to you and reviewing it with you. This advisory relationship begins upon delivery of the Financial Plan to you and ends thirty days later, during which time your Financial Advisor is available to review the Financial Plan with you. While a Financial Plan may consider assets held in your brokerage accounts at MSWM (if any), those accounts will continue to be brokerage accounts, and not advisory accounts. Moreover, you have sole responsibility for determining whether, when and how to implement any part of a Financial Plan, whether through MSWM or otherwise, and you have no obligation to implement any part of the Financial Plan through MSWM. If you do choose to implement a Financial Plan through MSWM, unless you expressly engage MSWM in writing to act as an investment adviser in one or more advisory accounts, MSWM will implement solely in its capacity as broker, and not as an investment adviser. In a brokerage account, you retain the sole responsibility for making all investment decisions with respect to the account and for monitoring account performance.

By providing a Financial Plan, neither MSWM nor your Financial Advisor is acting as a fiduciary for purposes of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or section 4975 of the Internal Revenue Code of 1986, as amended (the “Code”) with respect to any “Retirement Account” (as defined herein) in either the planning, execution or provision of this analysis. For more information about when MSWM acts as a fiduciary with respect to Retirement Accounts, please visit www.morganstanley.com/disclosures/dol. Unless otherwise provided in writing, MSWM, its affiliates and their respective employees, agents and representatives, including your Financial Advisor: (a) do not have discretionary authority or control with respect to the assets in any Retirement Account included in the Financial Plan, (b) will not be deemed an “investment manager” as defined under ERISA, or otherwise have the authority or responsibility to act as a “fiduciary” (as defined under ERISA) with respect to such assets, and (c) will not provide “investment advice,” as defined by ERISA and/or section 4975 of the Code, as amended, with respect to such assets. For the purposes of this Brochure, a “Retirement Account” will be used to cover (i) “employee benefit plans” (as defined under Section 3(3) of ERISA), which include pension, profit-sharing or welfare plans sponsored by private employers, as well as similar arrangements sponsored by governmental or other public employers; (ii) individual retirement accounts “IRAs” (as described in Section 4975 of the Code); and (iii) Coverdell Educational Savings Accounts (“CESAs”).

A Financial Plan is available to you either as a separate service or through a Corporate Financial Planning Agreement.

Corporate Financial Planning Services

MSWM can enter into a relationship (“Corporate Agreement”) with an entity (“Corporation”) under which MSWM provides financial planning services to employees of that Corporation.

The agreed upon terms, applicable fees and method of payment for each financial planning engagement will be defined within the Corporate Agreement. For the avoidance of doubt, MSWM generally pays a portion of the fee collected to the Financial Advisor delivering the Financial Plan.

C. Customized Advisory Services and Client Restrictions

Customized Advisory Services

In the financial planning services program, we tailor our financial planning recommendations to the individual needs of our clients. As described above, MSWM relies on your care, completeness and clarity in responding to our discovery process, as your responses will form the factual basis for your individual Financial Plan.

Securities Restrictions

MSWM does not provide individual security recommendations as part of its financial planning services. Therefore, this item is not applicable to the program described in this Brochure.

D. Portfolio Management Services to Wrap Fee Programs

This item does not apply to the financial planning services program described in this Brochure.

E. Assets Under Management (“AUM”)

While this information does not apply to the financial planning services described in this Brochure, MSWM managed client assets of \$1,474,142,051,919 as of December 31, 2020. Of this amount, MSWM managed \$734,979,213,500 on a discretionary basis and \$739,162,838,419 on a non-discretionary basis. These amounts represent the client assets in all of our investment advisory programs. We calculated them using a different methodology than the “regulatory assets under management” we report in our ADV Part 1 filed with the SEC.

Item 5: Fees and Compensation

A. Compensation for Advisory Services

MSWM generally pays a portion of the fees described below to your Financial Advisor. These fees are negotiable. In addition, your Financial Advisor has the discretion to discount up to 100% of the fee for a Financial Plan. These fees may be paid by individuals, or by employers on behalf of their employees.

Financial Plan

The maximum fee for delivery and review of a Financial Plan is generally \$5,000. However, the maximum fee may be up to \$10,000 if more than \$5 million in assets are included in the Financial Plan, and the Financial Advisor has a qualifying

designation (such as CFA, CFP®, CTFA, FWD, CPWA® or ChFC®).

B. Method of Payment of Fees Financial Plan

MSWM confirms its financial planning fee arrangements with a Financial Planning Fee Consent Form that is signed by the client. As reflected in that document, the client may elect to pay the fee by check or by deducting the fee from an eligible MSWM account designated by client. The fee is payable in one lump sum.

MSWM may enter into separate contractual arrangements with employers paying fees on behalf of their employees and the manner of payment will be specified in those arrangements. A separate Financial Planning Fee Consent Form may not be required in those instances.

Corporate Financial Planning Services

As discussed above, MSWM can enter into a Corporate Agreement under which MSWM offers financial planning services to employees of that Corporation. The method of fee payment, responsibility for the fee payment, as well as the applicable fee charges will be defined within the Corporate Agreement. For the avoidance of doubt, MSWM generally pays a portion of the fee charge to the Financial Advisor delivering the Financial Plan.

C. Additional Fees and Expenses

There are no additional fees or expenses for the services offered in the financial planning services program. There are additional fees and expenses associated with implementing a Financial Plan in an advisory account, a brokerage account or a combination of advisory and brokerage accounts. Your Financial Advisor can provide you with that information upon your request.

D. Payment of Fees in Advance

Financial Plan

Fees generally are payable upon delivery of the Financial Plan. Generally, the fee is not applied if you terminate your request for a Financial Plan prior to the delivery of the Financial Plan.

E. Compensation for the Sale of Securities or Other Investment Products

Since MSWM does not offer securities transactions or individual investment products as part of its financial planning services program, this item is not applicable to the program described in this Brochure.

Item 6: Performance Based Fees and Side by Side Management

This item is not applicable to the program described in this Brochure.

Item 7: Types of Clients

MSWM's clients for this program are individuals. MSWM may also contract with employers to make financial planning services available to their individual employees.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

A. Method of Analysis and Investment Strategies

Our financial planning services are based on general financial information as well as the information that a client provides to us. The principal source of client information generally is captured during the discovery process with a client's Financial Advisor and reflects a client's current assets, liabilities, income sources, and expenditures, current tax status and future objectives, educational, retirement and other long-term financial goals, insurance and estate planning needs. We rely solely on the information that the client or their designated agents and representatives provide to us without independent verification. As such, it is the client's responsibility to ensure that the information provided is accurate and complete.

We obtain general financial information from various sources, including information about the economy, statistical information, market data, accounting and tax law interpretations, risk measurement analysis, performance analysis and other information which may affect the economy.

Different financial planning software uses different financial planning methodologies and the Financial Plan will describe the specific methodologies used for the particular plan and should be carefully considered in evaluating the results presented to you. The analysis contained in the Financial Plan is currently conducted using MSWM's Global Investment Committee's Secular Return Estimates ("GIC

Estimate"). GIC Estimate approved returns are generated based on proprietary formulas which include studying historic return averages on the broad market indices and making strategic adjustments for the more recent market conditions and other factors deemed relevant by the forecaster.

In addition, your Financial Plan may include a Monte Carlo simulation. Monte Carlo simulations are used to show how variances in rates of return each year can affect your results. Results using Monte Carlo simulations indicate the likelihood that an event may occur as well as the likelihood that it may not occur.

MSWM may change the software or the methodologies it uses when creating your Financial Plan. Your Financial Plan will provide details on the software and methodologies used.

B. Material, Significant, or Unusual Risks Relating to Investment Strategies

No Financial Plan has the ability to accurately predict the future, eliminate risk or guarantee investment results. As investment returns, inflation, taxes, and other economic conditions vary from the assumptions used in the Financial Plan, actual results will vary, perhaps significantly, from those presented in the Financial Plan. Indeed, because the results shown in your Financial Plan are calculated over many years, small changes can create large differences in future results. Investment returns can, and often do, vary widely from year to year and vary widely from a long-term average.

Timing for implementing, monitoring and adjusting your strategies is a critical element in achieving your financial objectives. You are responsible for implementing, monitoring and periodically reviewing and adjusting your investment strategies.

Your Financial Plan is based on the information you provide to MSWM. Your Financial Advisor and MSWM will only be responsible for correcting and updating the information you provided for the Financial Plan (e.g., to reflect future changes in your life, financial situation, goals, and market or economic conditions) if you engage them to do so. As a result, your Financial Plan may very well become outdated or inaccurate as these factors change over time, unless you take steps to work with your Financial Advisor to correct and update your Financial Plan.

MSWM is not responsible for the accuracy of the assumptions and calculations made in financial planning software by third parties. Enhancements and changes to financial planning software may be made in the future.

MSWM is not a legal or tax advisor and the Financial Plan does not constitute tax, legal, or accounting advice.

C. Risks Associated with Particular Types of Securities

This item is not applicable to the financial planning services program described in this Brochure.

Item 9: Disciplinary Information

This section contains information on certain legal and disciplinary events.

In this section, “MSDW” means Morgan Stanley DW Inc., a predecessor broker-dealer of Morgan Stanley & Co. LLC (“MS&Co.”) and registered investment adviser that was merged into MS&Co. in April 2007. MS&Co. and Citigroup Global Markets Inc. (“CGM”) are predecessor investment adviser and broker-dealer firms of Morgan Stanley Smith Barney LLC (“MSWM”). “Citi” means Citigroup, Inc., a former, indirect partial owner of MSWM.

- On June 8, 2016, the SEC entered into a settlement order with MSWM (“June 2016 Order”) settling an administrative action. In this matter, the SEC found that MSWM willfully violated Rule 30(a) of Regulation S-P (17 C. F. R. § 248.30(a)) (the “Safeguards Rule”). In particular, the SEC found that, prior to December 2014, although MSWM had adopted written policies and procedures relating to the protection of customer records and information, those policies and procedures were not reasonably designed to safeguard its customers’ personally identifiable information as required by the Safeguards Rule and therefore failed to prevent a MSWM employee, who was subsequently terminated, from misappropriating customer account information. In determining to accept the offer resulting in the June 2016 Order, the SEC considered the remedial efforts promptly undertaken by MSWM and MSWM’s cooperation afforded to the SEC Staff. MSWM consented, without admitting or denying the findings, to a censure, to cease and desist from committing or causing future violations, and to pay a civil penalty of \$1,000,000.
- On January, 13, 2017, the SEC entered into a settlement order with MSWM (“January 2017 Order”) settling an administrative action. The SEC found that from 2009 through 2015, MSWM inadvertently charged advisory fees in excess of what had been disclosed to, and agreed to by, its legacy CGM clients, and, from 2002 to 2009 and from 2009 to 2016, MS&Co. and MSWM, respectively, inadvertently charged fees in excess of what was disclosed to and agreed to by their clients. The SEC also found that MSWM failed to comply with requirements regarding annual surprise custody examinations for the years 2011 and 2012, did not maintain certain client contracts, and failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Investment Advisers Act of 1940 (the “Advisers Act”). The SEC found that, in relation to the foregoing, MSWM willfully violated certain sections of the Advisers Act. In determining to accept the offer resulting in the January 2017 Order, the SEC considered the remedial efforts promptly undertaken by MSWM. MSWM consented, without admitting or denying the findings, to a censure, to cease and desist from committing or causing future violations, to certain undertakings related to fee billing, books and records and client notices and to pay a civil penalty of \$13,000,000.
- On February 14, 2017, the SEC entered into a settlement order with MSWM settling an administrative action. The SEC found that from March 2010 through July 2015, MSWM solicited approximately 600 non-discretionary advisory accounts to purchase one or more of eight single inverse exchange traded funds (“SIETFs”), without fully complying with its internal written compliance policies and procedures related to these SIETFs, which among other things required that clients execute a disclosure notice, describing the SIETF’s features and risks, prior to purchasing them, for MSWM to maintain the notice, and for subsequent related reviews to be performed. The SEC found that, despite being aware of deficiencies with its compliance and documentation of the policy requirements, MSWM did not conduct a comprehensive analysis to identify and correct past failures where the disclosure notices may not have been obtained and to prevent future violations from occurring. The SEC found that, in relation to the foregoing, MSWM willfully violated section 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-7 thereunder. MSWM admitted to certain facts and consented to a censure, to cease and desist from committing or causing future violations, and to pay a civil penalty of \$8,000,000.
- On June 29, 2018, the SEC entered into a settlement order with MSWM settling an administrative action which relates to misappropriation of client funds in four related accounts by a single former MSWM financial advisor (“FA”). The SEC found that MSWM failed to adopt and implement policies and procedures or systems reasonably designed to prevent personnel from misappropriating assets in client accounts. The SEC specifically found that, over the course of eleven months, the FA initiated unauthorized transactions in the four related client accounts in order to misappropriate client funds. The SEC found that while MSWM policies provided for certain reviews prior to issuing disbursements, such reviews were not reasonably designed to prevent FAs from misappropriating client funds. Upon being informed of the issue by representatives of the FA’s affected clients, MSWM promptly conducted an internal investigation, terminated the FA, and reported the fraud to law enforcement agencies. MSWM also fully repaid the affected clients, made significant enhancements to its policies, procedures and systems (“Enhanced MSWM Policies”) and hired additional fraud operations personnel. The SEC found that MSWM willfully violated section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. The SEC also found that MSWM failed to supervise the FA pursuant to its obligations under Section 203(e)(6) of the Advisers Act. MSWM consented, without admitting or denying the findings, to a censure; to cease and desist from committing or causing future violations; to certain undertakings, including certifications related to the implementation and adequacy of the Enhanced MSWM Policies and to pay a civil penalty of \$3,600,000.

- On May 12, 2020, the SEC entered into a settlement order with MSWM settling an administrative action which relates to certain information provided in marketing and client communications to retail advisory clients in MSWM’s wrap fee programs with third-party managers and MSWM’s policies and procedures related to trades not executed at MSWM. In the applicable wrap fee programs, the third-party manager has the discretion to place orders for trade execution on clients’ behalf at a broker-dealer other than Morgan Stanley. MSWM permits managers to “trade away” from MSWM in this manner in order to seek best execution for trades. The SEC found that, from at least October 2012 through June 2017, MSWM provided incomplete and inaccurate information indicating that MSWM executed most client trades and that, while additional transaction-based costs were possible, clients did not actually incur them in the ordinary course. The SEC found that this information was misleading for certain retail clients because some wrap managers directed most, and sometimes all, client trades to third-party broker-dealers for execution, which resulted in certain clients paying transaction-based charges that were not visible to them. The SEC also found that, on occasion, wrap managers directed trades to MSWM-affiliated broker-dealers in which clients incurred transaction-based charges in violation of MSWM’s affiliate trading policies without detection by MSWM. The SEC noted in the order that it considered certain remedial acts undertaken by MSWM in determining to accept the order, including MSWM enhancing its disclosures to clients, implementing training of financial advisors, enhancing relevant policies and procedures, and refunding clients’ transaction based charges paid to Morgan Stanley affiliates. The SEC found that MSWM willfully violated certain sections of the Investment Advisers Act of 1940, specifically Sections 206(2) and 206(4) and Rule 206(4)-7 thereunder. MSWM consented, without admitting or denying the findings and without adjudication of any issue of law or fact, to a censure; to cease and desist from committing or causing future violations; and to pay a civil penalty of \$5,000,000.

MSWM’s Form ADV Part 1 contains further information about its disciplinary history, and is available on request from your Financial Advisor.

Item 10: Other Financial Industry Activities and Affiliations

Morgan Stanley (“Morgan Stanley Parent”) is a financial holding company under the Bank Holding Company Act of 1956. Morgan Stanley Parent is a corporation whose shares are publicly held and traded on the New York Stock Exchange. Prior to June 28, 2013, MSWM was owned by a joint venture company which was indirectly owned 65% by Morgan Stanley Parent and 35% by Citi. On June 28, 2013, Morgan Stanley Parent purchased Citi’s 35% interest in MSWM. Accordingly, MSWM is now a wholly owned indirect subsidiary of Morgan Stanley Parent.

Activities of Morgan Stanley Parent. Morgan Stanley Parent is a global firm engaging, through its various subsidiaries, in a wide range of financial services including:

- securities underwriting, distribution, trading, merger, acquisition, restructuring, real estate, project finance and other corporate finance advisory activities
- merchant banking and other principal investment activities
- brokerage and research services
- asset management
- trading of foreign exchange, commodities and structured financial products and
- global custody, securities clearance services, and securities lending.

A. Broker-Dealer Registration Status

As well as being a registered investment advisor, MSWM is registered as a broker-dealer.

B. Commodity Pool Operator or Commodity Trading Adviser Registration Status

As well as being a registered investment advisor, MSWM has a related person that is a commodity pool operator (Ceres Managed Futures LLC.) For a full listing of affiliated investment advisers please see the ADV Part 1.

C. Material Relationships or Arrangements with Industry Participants

This item is not applicable to the financial planning services program described in this Brochure.

D. Material Conflicts of Interest Relating to Other Investment Advisers

This item is not applicable to the financial planning services program described in this Brochure.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The MSWM US Investment Advisory Code of Ethics (“Code”) applies to MSWM employees, supervisors, officers and directors engaged in offering or providing investment advisory products and/or services (collectively, the “Employees”). In essence, the Code prohibits Employees from engaging in securities transactions or activities that involve a material conflict of interest, possible diversion of a corporate opportunity, or the appearance of impropriety. Employees must always place the interests of MSWM’s clients above

their own and must never use knowledge of client transactions acquired in the course of their work to their own advantage. Supervisors are required to use reasonable supervision to detect and prevent any violations of the Code by the individuals, branches and departments that they supervise.

The Code generally operates to protect against conflicts of interest either by subjecting Employee activities to specified limitations (including pre-approval requirements) or by prohibiting certain activities. Key provisions of the Code include:

- The requirement for certain Employees, because of their potential access to non-public information, to obtain their supervisors' prior written approval or provide pre-trade notification before executing certain securities transactions for their personal securities accounts;
- Additional restrictions on personal securities transaction activities applicable to certain Employees (including Financial Advisors and other MSWM employees who act as portfolio managers in MSWM investment advisory programs);
- Requirements for certain Employees to provide initial and annual reports of holdings in their Employee securities accounts, along with quarterly transaction information in those accounts; and

Additional requirements for pre-clearance of other activities including, but not limited to, Outside Business Activities, Gifts and Entertainment, and U.S. Political Contributions and Political Solicitation Activity.

You may obtain a copy of the Code of Ethics from your Financial Advisor.

Topics relating to individual securities and trading are not applicable to the financial planning services program described in this Brochure.

Item 12: Brokerage Practices

This item is not applicable to the financial planning services program described in this Brochure.

Item 13: Review of Accounts

Financial Plans prepared by MSWM's Estate Planning Strategies Group generally are reviewed by the firm's Wealth and Estate Planning Strategists before they are delivered to clients.

Information regarding the review of client accounts and frequency of account reports is not applicable to the financial planning services program described in this Brochure.

Item 14: Client Referrals and Other Compensation

This item is not applicable to the financial planning services program described in this Brochure.

Item 15: Custody

This item is not applicable to the financial planning services program described in this Brochure.

Item 16: Investment Discretion

This item is not applicable to the financial planning services program described in this Brochure.

Item 17: Voting Client Securities

This item is not applicable to the financial planning services program described in this Brochure.

Item 18: Financial Information

This item is not applicable to the financial planning services program described in this Brochure.

Item 19: Requirements for State-Registered Adviser

This item is not applicable to the financial planning services program described in this Brochure.