Report of Organizational Actions Affecting Basis of Securities

Part I  Reporting Issuer

1  Issuer's name
Morgan Stanley Institutional Fund, Inc. Focus Growth Portfolio - Class I

2  Issuer's employer identification number (EIN)
13-3808422

3  Name of contact for additional information
Rob Creaney

4  Telephone No. of contact
312-706-4706

5  Email address of contact
msiptax req@morganstanley.com

6  Number and street (or P.O. box if mail is not delivered to street address) of contact
c/o Morgan Stanley tax, 400 S. LaSalle Street, 39th Floor

7  City, town, or post office, state, and Zip code of contact
Chicago, IL 60605

8  Date of action
10/26/2012

9  Classification and description
Regulated Investment Company Class I outstanding common shares

10  CUSIP number
61744J689

11  Serial number(s)

12  Ticker symbol
MSAGX

13  Account number(s)

Part II  Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14  Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ►
On October 26, 2012, Morgan Stanley Institutional Fund, Inc. Focus Growth Portfolio ("Target") merged into Morgan Stanley Focus Growth Fund ("Survivor") in a tax-free reorganization. Pursuant to the terms of the merger, common shares of Target were exchanged for common shares of Survivor.

15  Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ►
The Target shareholders' total basis in the Survivor shares received is the same as their total basis in the old Target shares.
For each Class I share of Target held (MSAGX), shareholders received 0.451752 Class I shares of Survivor (AMODX).
Alternatively, each Survivor share received in the reorganization will have a basis equal to 221.360600% of the Target shares surrendered.

16  Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ►
The per share basis calculations are based on the respective net asset values ("NAVs") of the Target and Survivor shares as of the close of business on the merger date of 10/26/2012. These NAVs are determined based on the market value of the underlying securities held by the funds.
The NAV of Target's Class I shares was $17.20 per share and the NAV of Survivor's Class I shares was $38.08 per share on 10/26/2012.
17  List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based. The transaction described herein is a tax-free reorganization under IRC Sections 354(a)(1) and 382(a)(1).

The aggregate basis of the Survivor shares received equals the aggregate basis in the Target shares exchanged under IRC Section 382(a)(1).

18  Can any resulting loss be recognized? No.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year.

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Sign Here

Signature: [Signature]

Date: [11/9/13]

Print your name: Rob Creaney

Paid Preparer Use Only

Preparer's name: [Preparer's name]

Preparer's signature: [Preparer's signature]

Date: [Date]

Check if self-employed

PTIN: [PTIN]

Firm's name: [Firm's name]

Firm's address: [Firm's address]

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054