Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
MORGAN STANLEY INST				23-2523536
3 Name of contact for add	ditional information	4 Telephor	ne No. of contact	5 Email address of contact
Morgan Stanley		312_70	06-4706	MSIPTAX.REQ@MORGANSTANLEY.COM
6 Number and street (or F	P.O. box if mail is not		7 City, town, or post office, state, and ZIP code of contact	
,			,	
C/O PWC-MSIM TAX,	12TH FL., ONE	NORTH WAC	KER DR	CHICAGO, IL 60606
8 Date of action		9 Class	sification and description	
		_	=	ompany Shares - Non-Dividend
See Statement 1	1		turn of Capital	
10 CUSIP number	11 Serial number	(S)	12 Ticker symbol	13 Account number(s)
See Statement 1	N/A		See Statement 1	
		ch additiona		ack of form for additional questions.
				ainst which shareholders' ownership is measured for
the action ► See		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
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15 Describe the quantitat	tive effect of the ora	anizational ac	tion on the basis of the security in	the hands of a U.S. taxpayer as an adjustment per
share or as a percenta				the hards of a 6.6. taxpayor as an adjustment per
·		occ beac	emeric i	
16 Describe the calculation	on of the change in l	acie and the	data that supports the calculation	, such as the market values of securities and the
valuation dates ► Se			data triat supports trie calculation	, such as the market values of securities and the
Valdation dates P	ee Statement			

Pai	rt II		Organiza	ational	Acti	ion	(con	ntinu	ed)																				_
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FORM 8937 - REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES STATEMENT 1

Morgan Stanley Institutional Fund, Inc. – Inception Portfolio EIN: 23-2523536 Period: 12/31/2021

The Fund has determined that a portion of the distributions listed below that were paid during the taxable year ended December 31, 2021 are classified as return of capital:

are c	lassified as retur	n or capital:							
							Total		Non-Dividend
				Ex-Dividend			Distributions -	Income Dividend	Distributions - Per
Class	Cusip	Ticker Symbol	Record Date	Date	Payable Date	Non-Dividend%	Per Share	Distributions - Per Share	Share
Α	61744J614	MSSMX	12/10/2021	12/13/2021	12/13/2021	0.24030%	4.789117	0.018149	0.011508
С	61760X299	MSCOX	12/10/2021	12/13/2021	12/13/2021	0.00000%	4.759460	0.000000	0.000000
ı	61744J309	MSSGX	12/10/2021	12/13/2021	12/13/2021	0.23877%	4.866877	0.095796	0.011621
IS	61756E149	MFLLX	12/10/2021	12/13/2021	12/13/2021	0.23838%	4.887449	0.116338	0.011651
				•		•	•	•	
L	61756E396	MSSLX	12/10/2021	12/13/2021	12/13/2021	0.00000%	4.759460	0.000000	0.000000

A return of capital is not considered taxable income to shareholders. Pursuant to IRC Section 301(c), the portion of a distribution which is a dividend (as defined under IRC Section 316) is includable in gross income while the portion of the distribution which is no a dividend shall be applied against and reduce the adjusted basis of the stock. Accordingly, shareholders who received these distributions should not include these amounts in taxable income, but instead pursuant to Internal Revenue Code Sections 301(c)(2 and 1016(a)(4), should treat them as a reduction of the cost basis of the applicable shares upon which these distributions were paid In order to compute the required adjustment to cost basis, a shareholder should multiply the per share amount of each of the respective distributions by the number of shares held at each of the respective ex-dates.

If the shareholder has not sold or otherwise disposed of any shares during the taxable year ended December 31, 2021, the informatior computed by the shareholder regarding the appropriate reduction in cost basis should be maintained in the shareholder's records unti such time as the shareholder sells or otherwise disposes of such shares.

If the shareholder has sold or otherwise disposed of any shares during the taxable year ended December 31, 2021, the shareholder should increase the recognized gain or decrease the recognized loss on the respective shares sold by the per share amount of the above-listed distribution multiplied by the respective shares held at each of the ex-dates listed which have been sold

This information is being provided pursuant to Internal Revenue Code Section 6045(e), as amended. The tax information contained herein is provided for informational purposes only and should not be construed as legal or tax advice. Morgan Stanley does not provide legal or tax advice to taxpayers. This material and any tax-related statements are not intended or written to be used, and cannot be used or relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Please consult an attorney or tax professional for assistance as to how this information will impact your specific tax situation.

For more information, please contact the Fund at 1-312-706-4706

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended. The information in this document does not constitute tax advice and should not be construed to take into account any shareholders specific circumstances. Holders and nominees should consult their own tax advisors regarding the particular tax consequences of the organizational action (as described in this document) to them, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws.

[DO NOT INCLUDE THIS PAGE WHEN FILING THE FORM.]