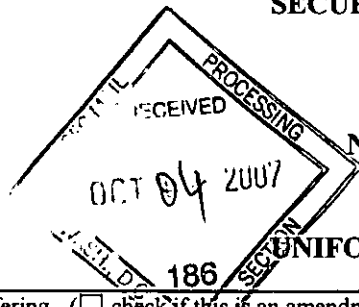


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED.

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change. Shares in an open-ended investment company

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.

Morgan Stanley Alpha Plus Funds p.l.c.

Address of Executive Offices (Number and Street, City, State, Zip Code.) Telephone Number (Including Area Code) 25/28 North Wall Quay, Dublin 1, Ireland +1 800 236 0992

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) 20 Bank Street, Canary Wharf, London E14 4AD, United Kingdom 0207 425 8000

Brief Description of Business Investment Company

Type of Business Organization corporation, limited partnership, already formed, limited partnership, to be formed, other (please specify): public limited company

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated. Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.



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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other: **Investment Manager**

Full Name (Last name first, if individual)

**Morgan Stanley Investment Management, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**522 Fifth Avenue, New York, New York 10036**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Noel Langlois**

Business or Residence Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Liam Byrne**

Business or Residence Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Brian Collins**

Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Dawn Prideaux de Lacy**

Business or Residence Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Address

(Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **Morgan Stanley Investment Management Inc.**

**Relevant Funds:**

**Morgan Stanley LDI Alpha Plus Sterling 2016 Fund, Morgan Stanley Commodities Alpha Plus Fund, Morgan Stanley Alpha Advantage European Bond Fund, Morgan Stanley Alpha Advantage European Equity Fund, Morgan Stanley Alpha Advantage UK Equity Fund, Morgan Stanley Diversified Portfolio Allocation- Alternatives Fund, Morgan Stanley FX Alpha Plus RC400 Fund and Morgan Stanley Global Tactical Asset Allocation Fund**

Business or Residence Address (Number and Street, City, State, Zip Code)

**522 Fifth Avenue, New York, New York 10036**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **State Street Custodial Services (Ireland) Limited ("SSCSIL")**

**Relevant Fund: Morgan Stanley Alpha Institutional Fund of Hedge Funds**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Guild House, Guild Street, IFSC, Dublin 1**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **Morgan Stanley Alpha Advantage European Bond Fund II**

**Relevant Fund: Morgan Stanley Alpha Institutional Fund of Hedge Funds**

Business or Residence Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **Morgan Stanley Alpha Advantage European Equity Fund**

**Relevant Fund: Morgan Stanley Alpha Institutional Fund of Hedge Funds**

Business or Residence Address (Number and Street, City, State, Zip Code)

**25/28 North Wall Quay, Dublin 1, Ireland**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **Wellbeing Ltd**

**Relevant Funds: Morgan Stanley Alpha Advantage European Bond Fund II and Morgan Stanley Alpha Advantage Global Equity Fund**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Harbour Centre, 4th Floor, North Church Street, George Town, Grand Caymen, Caymen Islands**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner  
 Other:

Full Name (Last name first, if individual) **Morgan Stanley SICAV**

**Relevant Fund: Morgan Stanley Commodities Alpha Plus RC 4000 Fund**

Address (Number and Street, City, State, Zip Code)

**European Bank and Business Centre, 6 Route de Treves, L-2633 Senningerberg, Grand Duchy of Luxembourg, R.C.S. Luxembourg B29.192**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**Section A – 2 Continued:**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or  
Managing Partner

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Full Name (Last name first, if individual) **SSCSIL (on behalf of Morgan Stanley Commodities Alpha Plus Fund)**

Relevant Fund: **Morgan Stanley FX Alpha Plus RC200 Fund**

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Business or Residence Address    (Number and Street, City, State, Zip Code)

**Guild House, Guild Street, IFSC, Dublin 1**

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**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$

**Minimum investment amounts**

Minimum investment amounts vary depending on the sub-fund and class in question, and depending on whether it is an initial or subsequent investment, as described below. The minimum investment can be waived by the directors.

**MORGAN STANLEY ALPHA ADVANTAGE EUROPEAN BOND FUND II**

Initial: €5 million  
 Subsequent: €1 million

**MORGAN STANLEY ALPHA ADVANTAGE EUROPEAN BOND FUND**

Initial: €2 million  
 Subsequent: €1 million

**MORGAN STANLEY ALPHA ADVANTAGE GLOBAL EQUITY FUND**

Initial: €5 million  
 Subsequent: €1 million

**MORGAN STANLEY ALPHA ADVANTAGE UK EQUITY FUND**

Initial: €2 million  
 Subsequent: €1 million

**MORGAN STANLEY ALPHA ADVANTAGE EUROPEAN EQUITY FUND**

Initial: €2 million  
 Subsequent: €2 million

**MORGAN STANLEY ALPHA INSTITUTIONAL FUND OF HEDGE FUNDS**

Initial: \$5 million  
 Subsequent: \$1 million

**MORGAN STANLEY ALPHA INSTITUTIONAL FUND – EURO**

Initial: \$5 million  
 Subsequent: \$1 million

**MORGAN STANLEY ALPHA INSTITUTIONAL FUND – STERLING**

Initial: \$5 million  
 Subsequent: \$1 million

**MORGAN STANLEY COMMODITIES ALPHA PLUS FUND**

Initial: \$5 million  
 Subsequent: \$1 million

**MORGAN STANLEY COMMODITIES ALPHA PLUS RC 4000 FUND**

I shares  
 Initial: \$5 million  
 Subsequent: \$1 million  
 No minimum investment for N shares

**MORGAN STANLEY LDI ALPHA PLUS STERLING 2016 FUND**

Initial: £5 million  
 Subsequent: £5 million

**MORGAN STANLEY LDI ALPHA PLUS STERLING 2031 FUND**

Initial: £5 million  
 Subsequent: £5 million

**MORGAN STANLEY DIVERSIFIED PORTFOLIO ALLOCATION-ALTERNATIVES FUND**

Initial: £2.5 million  
 Subsequent: £1 million

**MORGAN STANLEY FX ALPHA PLUS RC200 FUND**

Class of Shares	Minimum Investment Amount	Minimum Subsequent Investment Amount
US Dollar Class I	\$2,000,000	\$1,000,000
Euro Class I Hedged	€2,000,000	€1,000,000
Sterling Class I Hedged	£2,000,000	£1,000,000
Japanese Yen Class I Hedged	¥200,000,000	¥100,000,000
US Dollar Class N	No minimum	No minimum

**MORGAN STANLEY FX ALPHA PLUS RC400 FUND**

Class of Shares	Minimum Investment Amount	Minimum Subsequent Investment Amount
US Dollar Class I	\$2,000,000	\$1,000,000
Euro Class I Hedged	€2,000,000	€1,000,000
Sterling Class I Hedged	£2,000,000	£1,000,000
Japanese Yen Class I Hedged	¥200,000,000	¥100,000,000
US Dollar Class N	No minimum	No minimum

**MORGAN STANLEY GLOBAL TACTICAL ASSET ALLOCATION FUND**

Class of Shares	Minimum Investment Amount	Minimum Subsequent Investment Amount
I-USD	USD2,000,000	USD1,000,000
I-EUR	EUR2,000,000	EUR1,000,000
I-GBP	GBP2,000,000	GBP1,000,000
I-AUD	AUD2,000,000	AUD1,000,000
I-CHF	CHF2,000,000	CHF1,000,000
N-USD	USD2,000,000	USD1,000,000
N-EUR	EUR2,000,000	EUR1,000,000
N-GBP	GBP2,000,000	GBP1,000,000
N-AUD	AUD2,000,000	AUD1,000,000
N-CHF	CHF2,000,000	CHF1,000,000

3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>1,000,000,000,000</u>	\$ <u>0</u>
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (specify):	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>1,000,000,000,000</u>	\$

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>0</u>	\$ <u>0</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering N/A	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>5000</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) <b>Blue Sky filing expenses</b> .....	<input checked="" type="checkbox"/>	\$ <u>3550</u>
Total.....	<input type="checkbox"/>	\$ <u>8550</u>



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

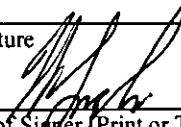
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$ 999,999,999,450.00**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and Fees .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital .....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Other (specify): <u>Investments</u> .....	<input checked="" type="checkbox"/> \$ 999,999,999,450	<input type="checkbox"/> \$
Column Totals .....	<input checked="" type="checkbox"/> \$ 999,999,999,450	<input type="checkbox"/> \$
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ 999,999,999,450	<input type="checkbox"/> \$

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Morgan Stanley Alpha Plus Funds p.l.c.</b>	Signature 	Date <b>October 3, 2007</b>
Name of Signer (Print or Type) <b>Noel Langlois</b>	Title of Signer (Print or Type) <b>Director</b>	

**ATTENTION**

**END**