

Morgan Stanley

INVESTMENT MANAGEMENT

Morgan Stanley Institutional Fund, Inc.

Emerging Markets Portfolio

Annual Report
December 31, 2021



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This report is authorized for distribution only when preceded or accompanied by a prospectus or summary prospectus of the applicable Fund of Morgan Stanley Institutional Fund, Inc. To receive a prospectus and/or statement of additional information ("SAI"), which contains more complete information such as investment objectives, charges, expenses, policies for voting proxies, risk considerations and describes in detail each of the Fund's investment policies to the prospective investor, please call toll free 1 (800) 548-7786. Please read the prospectuses carefully before you invest or send money.

Additionally, you can access information about the Fund, including performance, characteristics and investment team commentary, through Morgan Stanley Investment Management's website: www.morganstanley.com/im/shareholderreports.

Market forecasts provided in this report may not necessarily come to pass. There is no guarantee that any sectors mentioned will continue to perform as discussed herein or that securities in such sectors will be held by the Fund in the future. There is no assurance that a fund will achieve its investment objective. Funds are subject to market risk, which is the possibility that market values of securities owned by the Fund will decline and, therefore, the value of the Fund's shares may be less than what you paid for them. Accordingly, you can lose money investing in this Fund. Please see the prospectus for more complete information on investment risks.

Shareholders' Letter (unaudited)

Dear Shareholders,

We are pleased to provide this Annual Report, in which you will learn how your investment in Emerging Markets Portfolio (the “Fund”) performed during the latest twelve-month period.

Morgan Stanley Investment Management is a client-centric, investor-led organization. Our global presence, intellectual capital, and breadth of products and services enable us to partner with investors to meet the evolving challenges of today’s financial markets. We aim to deliver superior investment service and to empower our clients to make the informed decisions that help them reach their investment goals.

As always, we thank you for selecting Morgan Stanley Investment Management, and look forward to working with you in the months and years ahead.

Sincerely,

A handwritten signature in black ink, appearing to read "John H. Gernon". The signature is fluid and cursive, with a long horizontal stroke at the end.

John H. Gernon
President and Principal Executive Officer

January 2022

Expense Example (unaudited)

Emerging Markets Portfolio

As a shareholder of the Fund, you incur two types of costs: (1) transactional costs, including redemption fees; and (2) ongoing costs, which may include advisory fees, administration fees, distribution and shareholder services fees and other Fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

This example is based on an investment of \$1,000 invested at the beginning of the six-month period ended December 31, 2021 and held for the entire six-month period.

Actual Expenses

The table below provides information about actual account values and actual expenses. You may use the information in this table, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the table under the heading entitled “Actual Expenses Paid During Period” to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The table below provides information about hypothetical account values and hypothetical expenses based on the Fund’s actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund’s actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads) and redemption fees. Therefore, the information for each class in the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Beginning Account Value 7/1/21	Actual Ending Account Value 12/31/21	Hypothetical Ending Account Value	Actual Expenses Paid During Period*	Hypothetical Expenses Paid During Period*	Net Expense Ratio During Period**
Emerging Markets Portfolio Class I	\$1,000.00	\$948.60	\$1,019.91	\$ 5.16	\$ 5.35	1.05%
Emerging Markets Portfolio Class A	1,000.00	947.10	1,018.30	6.72	6.97	1.37
Emerging Markets Portfolio Class L	1,000.00	944.30	1,015.63	9.31	9.65	1.90
Emerging Markets Portfolio Class C	1,000.00	943.40	1,014.37	10.53	10.92	2.15
Emerging Markets Portfolio Class IS	1,000.00	949.00	1,020.42	4.67	4.84	0.95
Emerging Markets Portfolio Class IR	1,000.00	949.00	1,020.42	4.67	4.84	0.95

* Expenses are calculated using each Fund Class’ annualized net expense ratio (as disclosed), multiplied by the average account value over the period and multiplied by 184/365 (to reflect the most recent one-half year period).

** Annualized.

Investment Overview (unaudited)

Emerging Markets Portfolio

The Fund seeks long-term capital appreciation by investing primarily in growth-oriented equity securities of issuers in emerging market countries.

Performance

For the fiscal year ended December 31, 2021, the Fund's Class I shares had a total return based on net asset value and reinvestment of distributions per share of 3.55%, net of fees. The Fund's Class I shares outperformed the Fund's benchmark, the MSCI Emerging Markets Index (the "Index"), which returned -2.54%.

Factors Affecting Performance

- In the volatility of 2021, our emerging markets (EM) portfolio helped preserve capital during some of the large downward market moves and delivered positive absolute returns. We achieved this by remaining disciplined in managing an active portfolio of quality growth stocks that are informed by our thematic research and assessment of macro drivers and risks. Some of the key drivers supporting our performance included identifying and allocating for: economic recovery and/or improving policy reform prospects in South Africa, Central Europe and Mexico; rising demand for the select materials needed in the green technology critical to carbon reduction; recovery in demand for transportation and select consumer staples and services as societies adjusted to the COVID-19 pandemic; greater demand for credit, particularly in countries that have avoided or cleaned up past debt problems, as in Poland and India.
- Our aggregate country allocation — which is informed by our thematic research, high conviction in select stocks and an assessment of macro drivers — contributed to excess returns, led by the underweight allocation to China. While we have been underweight China for several years, we increased our underweight in early 2021 primarily to reduce our exposure to the internet and e-commerce industries, where we assessed that earnings growth prospects were likely to slow down. As a risk consideration, we had also expressed concern about how dominant China's weight had become in the Index (peaking at 43%).
- From a sector perspective, our stock selection was also particularly well rewarded in information technology (IT) and materials — which we added to selectively over the year. We see robust future growth likely being driven by specific sub-sectors of digitization and technology; while the pandemic accelerated certain consumer and business consumption patterns, many of these trends will likely remain permanent even after the pandemic wanes. The materials companies we have chosen meet our high-quality criteria with earnings that we believe can be sustained longer term by greater demand linked to the "green economy." In addition, we had strong stock selection among financials, which we steadily added later in the year, particularly in countries where central banks were raising rates.
- Allocations to an IT services company and two semiconductor equipment companies contributed. We believe there may be short-term volatility in the semiconductor space as chip supply normalizes. Longer term, the Fund is invested in companies that we believe are poised to benefit from a structural up-cycle.
- The overweight allocation to and stock selection in Russia contributed, through allocations to a digital consumer bank and two low-cost energy producers.
- Stock selection in South Africa contributed strongly to returns, led by allocations to a global metals and minerals mining company, a leading platinum group metals producer and a large retail bank.
- Stock selection in China, India and Brazil detracted. In China, the Fund's allocations to an internet platform company and two after-school tutoring companies detracted. However, changes we made to the China portfolio over the course of the year were constructive, as China stock selection contributed positively to returns in the second half of 2021.
- Zero allocations to Saudi Arabia, the United Arab Emirates, Qatar and Kuwait also detracted as these were among the best performing markets in EM during the year. We have not been invested in Saudi Arabia given concerns that growth in the non-oil economy has lagged, its fiscal deficit has widened and its pegged currency is likely unsustainable longer term.

Management Strategies

- The portfolio remains focused on the themes, stocks and countries that we believe can thrive, even if growth levels are lower than they were in the first decade of the 2000s, when EM boomed as an asset

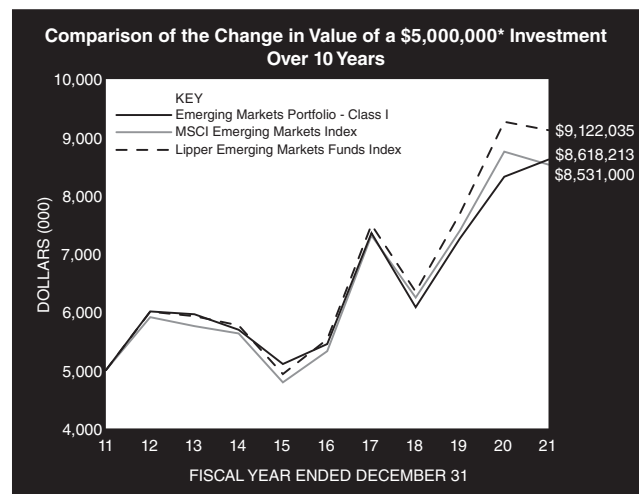
Investment Overview (unaudited) (cont'd)

Emerging Markets Portfolio

class. We continue to be overweight secular growth winners in themes such as digitization and technology and media, consumer plays that are supported by economic recovery and rising disposable income, and select cyclical recovery plays in those energy and materials companies that meet our high quality criteria with earnings that can be sustained longer term by greater demand linked to the “green economy.”

- In Russia, many of the quality names we own are supported by the country’s conservative macro policies, which have built up a fairly strong resilience to external shocks, including years of economic sanctions by the U.S. and European Union. We remain constructive and overweight South Africa as President Ramaphosa appears to be wisely allowing the justice system to run its course with former President Zuma, and the economy is supported by tailwinds from demand for metals, such as platinum, that are linked to electric vehicles and other green-friendly production. We strongly believe that paper and packaging, as provided by a company the Fund is invested in, are part of the gradual but increasing move away from plastics, and that there will likely be long-term earnings benefits from this trend.
- Eastern Europe — and Poland in particular — remain an engine room of innovation and entrepreneurship in regard to tech companies providing solutions for cybersecurity and other IT services, as well as growing global demand for gaming, which remains robust across EM despite the blunt crackdown in China. In software and IT services, e-commerce platforms, and payments, some of the most innovative growth companies are located in Brazil, Russia and Indonesia, and we remain positive on earnings growth in this area.
- Select financials are beginning to benefit from the rise in interest rates in certain countries; banks with effective fintech strategies will likely be the beneficiaries of rising demand for credit at greater profitability. We remain positive not only on names we own in South Africa and India, but also select quality names we own in China.
- Overarching our high conviction in these individual names driven by these themes are broader macro factors that we believe can help shift investor

demand in favor of EM as an asset class. Key among the catalysts to trigger improved returns for EM equities are an eventual weakening of the U.S. dollar on the back of historic fiscal deficits and debt buildup; the sustainable earnings for select commodities (platinum, aluminum, copper) linked to carbon emissions reduction goals; the economic benefits from reforms in countries such as Indonesia and India; and continuing digital innovations emanating from many EM countries. We believe EM valuations overall are at compelling valuations relative to the U.S. equity market, which is likely to be helpful in catalyzing asset allocation shifts.



* Minimum Investment for Class I shares

In accordance with SEC regulations, the Fund's performance shown assumes that all recurring fees (including management fees) were deducted and all dividends and distributions were reinvested. The performance of Class A, L, C, IS and IR shares will vary from the performance of Class I shares based upon their different inception dates and will be negatively impacted by additional fees assessed to those classes (if applicable).

Investment Overview (unaudited) (cont'd)

Emerging Markets Portfolio

Performance Compared to the MSCI Emerging Markets Index⁽¹⁾ and the Lipper Emerging Markets Funds Index⁽²⁾

	Period Ended December 31, 2021			
	Total Returns ⁽³⁾			
	Average Annual			
	One Year	Five Years	Ten Years	Since Inception ⁽¹⁰⁾
Fund — Class I Shares w/o sales charges ⁽⁴⁾	3.55%	9.60%	5.60%	7.63%
Fund — Class A Shares w/o sales charges ⁽⁵⁾	3.23	9.26	5.27	6.63
Fund — Class A Shares with maximum 5.25% sales charges ⁽⁵⁾	-2.20	8.08	4.71	6.41
Fund — Class L Shares w/o sales charges ⁽⁶⁾	2.64	8.65	—	3.62
Fund — Class C Shares w/o sales charges ⁽⁸⁾	2.43	8.39	—	3.95
Fund — Class C Shares with maximum 1.00% deferred sales charges ⁽⁸⁾	1.48	8.39	—	3.95
Fund — Class IS Shares w/o sales charges ⁽⁷⁾	3.63	9.71	—	4.87
Fund — Class IR Shares w/o sales charges ⁽⁹⁾	3.63	—	—	6.57
MSCI Emerging Markets Index	-2.54	9.87	5.49	7.43
Lipper Emerging Markets Funds Index	-1.56	10.52	6.20	N/A

Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. Performance assumes that all dividends and distributions, if any, were reinvested. For the most recent month-end performance figures, please visit www.morganstanley.com/im/shareholderreports. Investment return and principal value will fluctuate so that Fund shares, when redeemed, may be worth more or less than their original cost. Total returns do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares. Performance of share classes will vary due to difference in sales charges and expenses.

⁽¹⁾ The MSCI Emerging Markets Index is a free float-adjusted market capitalization weighted index that is designed to measure equity market performance of emerging markets. The term “free float” represents the portion of shares outstanding that are deemed to be available for purchase in the public equity markets by investors. The MSCI Emerging Markets Index currently consists of 25 emerging market country indices. The performance of the Index is listed in U.S. dollars and assumes reinvestment of net dividends. Returns, including periods prior to January 1, 2001, are calculated using the return data of the MSCI Emerging Markets Index (gross dividends) through December 31, 2000 and the return data of the MSCI Emerging Markets Net Index (net dividends) after December 31, 2000. Net total return indices reinvest dividends after the deduction of withholding taxes, using (for international indices) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties. The Index is unmanaged and its returns do not include any sales charges or fees. Such costs would lower performance. It is not possible to invest directly in an index.

⁽²⁾ The Lipper Emerging Markets Funds Index is an equally weighted performance index of the largest qualifying funds (based on net assets) in the Lipper Emerging Market Funds classification. The Index, which is adjusted for capital gains distributions and income dividends, is unmanaged and should not be considered an investment. There are currently 30 funds represented in this Index. As of the date of this report, the Fund was in the Lipper Emerging Market Funds classification.

⁽³⁾ Total returns for the Fund reflect fees waived and expenses reimbursed, if applicable, by the Adviser (as defined herein). Without such waivers and reimbursements, total returns would have been lower.

⁽⁴⁾ Commenced operations on September 25, 1992.

⁽⁵⁾ Commenced offering on January 2, 1996.

⁽⁶⁾ Commenced offering on April 27, 2012.

⁽⁷⁾ Commenced offering on September 13, 2013.

⁽⁸⁾ Commenced offering on April 30, 2015.

⁽⁹⁾ Commenced offering on June 15, 2018.

⁽¹⁰⁾ For comparative purposes, average annual since inception returns listed for the Indexes refer to the inception date of Class I of the Fund, not the inception of the Index.

Portfolio of Investments

Emerging Markets Portfolio

	Shares	Value (000)
Common Stocks (99.4%)		
Argentina (1.6%)		
Globant SA (a)	36,729	\$ 11,536
Brazil (0.8%)		
Lojas Renner SA	1,278,068	5,531
China (16.4%)		
China Construction Bank Corp. H Shares (b)	17,954,120	12,434
China Mengniu Dairy Co., Ltd. (b)	1,610,000	9,126
China Merchants Bank Co., Ltd. H Shares (b)	1,630,000	12,657
China Resources Beer Holdings Co., Ltd. (b)	1,230,000	10,072
China Tourism Group Duty Free Corp. Ltd., Class A	52,300	1,801
Jiangsu Hengrui Medicine Co., Ltd., Class A	452,059	3,597
Kweichow Moutai Co., Ltd., Class A	23,149	7,446
Li Ning Co., Ltd. (b)	393,500	4,307
Meituan, Class B (a)(b)	381,900	11,039
Proya Cosmetics Co. Ltd., Class A	73,300	2,396
Shenzhou International Group Holdings Ltd. (b)	538,600	10,354
Tencent Holdings Ltd. (b)	536,000	31,400
Wuxi Biologics Cayman, Inc. (a)(b)	158,000	1,875
		118,504
Czech Republic (0.9%)		
Komerční Banka AS	152,665	6,527
Germany (1.2%)		
Infineon Technologies AG	190,841	8,786
Hong Kong (1.1%)		
Hong Kong Exchanges & Clearing Ltd.	131,400	7,674
India (13.4%)		
Asian Paints Ltd.	121,334	5,522
Eicher Motors Ltd.	82,273	2,869
Gland Pharma Ltd. (a)	40,203	2,090
HDFC Bank Ltd. ADR	175,844	11,442
Hindalco Industries Ltd.	990,542	6,337
Housing Development Finance Corp., Ltd.	378,010	13,153
ICICI Bank Ltd.	1,317,854	13,122
ICICI Prudential Life Insurance Co., Ltd.	620,093	4,678
Infosys Ltd.	357,609	9,081
Infosys Ltd. ADR	112,779	2,854
Mahindra & Mahindra Financial Services Ltd.	1,297,488	2,600
Mahindra & Mahindra Ltd.	397,468	4,476
MakeMyTrip Ltd. (a)	73,058	2,024
Reliance Industries Ltd.	416,860	13,280
Shree Cement Ltd.	9,326	3,386
		96,914
Indonesia (1.9%)		
Bank Central Asia Tbk PT	15,007,300	7,686
Bank Mandiri Persero Tbk PT	9,229,800	4,557
Bukalapak.com PT Tbk (a)	35,511,500	1,075
		13,318
Korea, Republic of (10.7%)		
Hyundai Motor Co.	15,677	2,752
Kakao Corp. (a)	43,987	4,154

	Shares	Value (000)
KakaoBank Corp. (a)		
	10,314	\$ 510
KB Financial Group, Inc.		
	117,801	5,447
Kia Corp.		
	39,459	2,723
LG Chem Ltd.		
	7,602	3,930
NAVER Corp.		
	12,592	3,997
Samsung Electronics Co., Ltd.		
	661,887	43,469
Samsung SDI Co., Ltd. (a)		
	9,922	5,457
SK Hynix, Inc. (a)		
	42,819	4,703
		77,142
Mexico (4.7%)		
Grupo Aeroportuario del Sureste SAB de CV, Class B	528,528	10,896
Grupo Financiero Banorte SAB de CV Series O	1,963,690	12,772
Wal-Mart de Mexico SAB de CV	2,794,098	10,401
		34,069
Netherlands (2.7%)		
ASML Holding N.V.	24,324	19,365
Panama (1.5%)		
Copa Holdings SA, Class A (a)(c)	127,398	10,531
Poland (3.1%)		
Bank Polska Kasa Opieki SA	304,389	9,188
LPP SA	3,177	13,505
		22,693
Russia (8.0%)		
Fix Price Group Ltd. GDR	310,119	2,341
Fix Price Group Ltd. GDR (Euroclear)	565,919	4,273
LUKOIL PJSC ADR	123,028	11,011
Novatek PJSC (Registered GDR)	51,656	12,098
Ozon Holdings PLC ADR (a)	100,042	2,962
Sberbank of Russia PJSC ADR	365,513	5,867
TCS Group Holding PLC GDR	110,940	9,355
Yandex N.V., Class A (a)	157,758	9,544
		57,451
Singapore (1.4%)		
Sea Ltd. ADR (a)	46,611	10,428
South Africa (5.4%)		
Anglo American Platinum Ltd.	58,462	6,665
Anglo American PLC	456,690	18,678
Capitec Bank Holdings Ltd.	76,438	9,785
Mr Price Group Ltd.	325,843	4,080
		39,208
Taiwan (16.5%)		
Airtac International Group	273,448	10,041
ASE Technology Holding Co., Ltd.	2,878,626	11,124
Delta Electronics, Inc.	1,487,000	14,754
MediaTek, Inc.	64,000	2,746
Novatek Microelectronics Corp.	316,000	6,136
Silergy Corp.	53,000	9,593
Taiwan Semiconductor Manufacturing Co., Ltd.	2,937,205	64,974
		119,368

Portfolio of Investments (cont'd)

Emerging Markets Portfolio

	Shares	Value (000)
Thailand (0.5%)		
Ngern Tid Lor PCL (a)	3,211,900	\$ 3,511
United Kingdom (1.8%)		
Mondi PLC	532,517	13,205
United States (5.8%)		
Applied Materials, Inc.	54,158	8,522
EPAM Systems, Inc. (a)	15,428	10,313
MercadoLibre, Inc. (a)	7,179	9,680
NIKE, Inc., Class B	48,351	8,059
NVIDIA Corp.	19,126	5,625
		42,199
Total Common Stocks (Cost \$490,053)		717,960
Short-Term Investment (1.1%)		
Investment Company (1.1%)		
Morgan Stanley Institutional Liquidity Funds — Government Portfolio — Institutional Class (See Note G) (Cost \$8,133)	8,133,090	8,133
Total Investments (100.5%) (Cost \$498,186) Including \$6,423 of Securities Loaned (d)(e)		726,093
Liabilities in Excess of Other Assets (–0.5%)		(3,959)
Net Assets (100.0%)		\$722,134

Country assignments and aggregations are based generally on third party vendor classifications and information, and may be different from the assignments and aggregations under the policies set forth in the Fund's prospectus and/or statement of additional information relating to geographic classifications.

- (a) Non-income producing security.
 - (b) Security trades on the Hong Kong exchange.
 - (c) All or a portion of this security was on loan at December 31, 2021.
 - (d) The approximate fair value and percentage of net assets, \$256,876,000 and 35.6%, respectively, represent the securities that have been fair valued under the fair valuation policy for international investments as described in Note A-1 within the Notes to the Financial Statements.
 - (e) At December 31, 2021, the aggregate cost for federal income tax purposes is approximately \$502,374,000. The aggregate gross unrealized appreciation is approximately \$253,924,000 and the aggregate gross unrealized depreciation is approximately \$30,228,000, resulting in net unrealized appreciation of approximately \$223,696,000.
- ADR American Depositary Receipt.
GDR Global Depositary Receipt.
PJSC Public Joint Stock Company.

Portfolio Composition

Classification	Percentage of Total Investments
Other*	41.0%
Semiconductors & Semiconductor Equipment	19.5
Banks	16.7
Interactive Media & Services	6.8
Tech Hardware, Storage & Peripherals	6.0
Oil, Gas & Consumable Fuels	5.0
Textiles, Apparel & Luxury Goods	5.0
Total Investments	<u>100.0%</u>

* Industries and/or investment types representing less than 5% of total investments.

Emerging Markets Portfolio

Statement of Assets and Liabilities

December 31, 2021
(000)

Assets:	
Investments in Securities of Unaffiliated Issuers, at Value ⁽¹⁾ (Cost \$490,053)	\$ 717,960
Investment in Security of Affiliated Issuer, at Value (Cost \$8,133)	8,133
Total Investments in Securities, at Value (Cost \$498,186)	726,093
Foreign Currency, at Value (Cost \$—@)	—@
Dividends Receivable	843
Tax Reclaim Receivable	165
Receivable for Fund Shares Sold	123
Receivable from Securities Lending Income	2
Receivable for Investments Sold	1
Receivable from Affiliate	—@
Other Assets	149
Total Assets	727,376
Liabilities:	
Deferred Capital Gain Country Tax	3,032
Payable for Advisory Fees	1,447
Payable for Custodian Fees	238
Payable for Fund Shares Redeemed	137
Payable for Investments Purchased	106
Payable for Professional Fees	55
Payable for Sub Transfer Agency Fees — Class I	39
Payable for Sub Transfer Agency Fees — Class A	1
Payable for Sub Transfer Agency Fees — Class L	—@
Payable for Sub Transfer Agency Fees — Class C	—@
Payable for Administration Fees	36
Payable for Transfer Agency Fees	10
Payable for Transfer Agency Fees — Class I	7
Payable for Transfer Agency Fees — Class A	1
Payable for Transfer Agency Fees — Class L	—@
Payable for Transfer Agency Fees — Class C	1
Payable for Transfer Agency Fees — Class IS	—@
Payable for Transfer Agency Fees — Class IR	—@
Payable for Shareholder Services Fees — Class A	2
Payable for Distribution and Shareholder Services Fees — Class L	—@
Payable for Distribution and Shareholder Services Fees — Class C	—@
Other Liabilities	130
Total Liabilities	5,242
Net Assets	\$ 722,134
Net Assets Consist of:	
Paid-in-Capital	\$ 483,135
Total Distributable Earnings	238,999
Net Assets	\$ 722,134

Emerging Markets Portfolio

Statement of Assets and Liabilities (cont'd)

December 31, 2021
(000)

CLASS I:	
Net Assets	\$ 272,406
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	10,709,169
Net Asset Value, Offering and Redemption Price Per Share	\$ 25.44
CLASS A:	
Net Assets	\$ 9,222
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	373,542
Net Asset Value, Redemption Price Per Share	\$ 24.69
Maximum Sales Load	5.25%
Maximum Sales Charge	\$ 1.37
Maximum Offering Price Per Share	\$ 26.06
CLASS L:	
Net Assets	\$ 233
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	9,676
Net Asset Value, Offering and Redemption Price Per Share	\$ 24.05
CLASS C:	
Net Assets	\$ 531
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	22,118
Net Asset Value, Offering and Redemption Price Per Share	\$ 24.01
CLASS IS:	
Net Assets	\$ 439,730
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	17,294,442
Net Asset Value, Offering and Redemption Price Per Share	\$ 25.43
CLASS IR:	
Net Assets	\$ 12
Shares Outstanding \$0.001 par value shares of beneficial interest (unlimited shares authorized) (not in 000's)	480
Net Asset Value, Offering and Redemption Price Per Share	\$ 25.43
(1) Including:	
Securities on Loan, at Value:	\$ 6,423

@ Amount is less than \$500.

Emerging Markets Portfolio

Statement of Operations

Year Ended
December 31, 2021
(000)

Investment Income:

Dividends from Securities of Unaffiliated Issuers (Net of \$1,751 of Foreign Taxes Withheld)	\$ 12,825
Income from Securities Loaned — Net	34
Dividends from Security of Affiliated Issuer (Note G)	2
Total Investment Income	12,861

Expenses:

Advisory Fees (Note B)	6,315
Administration Fees (Note C)	620
Custodian Fees (Note F)	340
Sub Transfer Agency Fees — Class I	288
Sub Transfer Agency Fees — Class A	10
Sub Transfer Agency Fees — Class L	— [@]
Sub Transfer Agency Fees — Class C	1
Professional Fees	154
Registration Fees	94
Transfer Agency Fees — Class I (Note E)	41
Transfer Agency Fees — Class A (Note E)	4
Transfer Agency Fees — Class L (Note E)	2
Transfer Agency Fees — Class C (Note E)	3
Transfer Agency Fees — Class IS (Note E)	3
Transfer Agency Fees — Class IR (Note E)	2
Shareholder Services Fees — Class A (Note D)	22
Distribution and Shareholder Services Fees — Class L (Note D)	2
Distribution and Shareholder Services Fees — Class C (Note D)	8
Shareholder Reporting Fees	24
Directors' Fees and Expenses	13
Pricing Fees	6
Interest Expenses	3
Other Expenses	32
Total Expenses	7,987

Waiver of Advisory Fees (Note B)	(233)
Reimbursement of Class Specific Expenses — Class I (Note B)	(19)
Reimbursement of Class Specific Expenses — Class L (Note B)	(2)
Reimbursement of Class Specific Expenses — Class C (Note B)	(2)
Reimbursement of Class Specific Expenses — Class IS (Note B)	(3)
Reimbursement of Class Specific Expenses — Class IR (Note B)	(2)
Rebate from Morgan Stanley Affiliate (Note G)	(5)
Net Expenses	7,721

Net Investment Income

5,140

Realized Gain (Loss):

Investments Sold (Net of \$485 of Capital Gain Country Tax)	109,479
Foreign Currency Translation	(871)
Net Realized Gain	108,608

Change in Unrealized Appreciation (Depreciation):

Investments (Net of Increase in Deferred Capital Gain Country Tax of \$1,089)	(86,449)
Foreign Currency Translation	(1)
Net Change in Unrealized Appreciation (Depreciation)	(86,450)

Net Realized Gain and Change in Unrealized Appreciation (Depreciation)

22,158

Net Increase in Net Assets Resulting from Operations	\$ 27,298
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[@] Amount is less than \$500.

Emerging Markets Portfolio

Statements of Changes in Net Assets

	Year Ended December 31, 2021 (000)	Year Ended December 31, 2020 (000)
Increase (Decrease) in Net Assets:		
Operations:		
Net Investment Income	\$ 5,140	\$ 4,207
Net Realized Gain (Loss)	108,608	(28,725)
Net Change in Unrealized Appreciation (Depreciation)	(86,450)	128,241
Net Increase in Net Assets Resulting from Operations	27,298	103,723
Dividends and Distributions to Shareholders:		
Class I	(22,807)	(3,316)
Class A	(742)	(58)
Class L	(18)	(1)
Class C	(33)	(3)
Class IS	(36,896)	(5,074)
Class IR	(1)	(—@)
Total Dividends and Distributions to Shareholders	(60,497)	(8,452)
Capital Share Transactions:⁽¹⁾		
Class I:		
Subscribed	44,505	61,286
Distributions Reinvested	22,052	3,187
Redeemed	(95,980)	(73,298)
Class A:		
Subscribed	3,724	1,609
Distributions Reinvested	740	58
Redeemed	(2,711)	(5,575)
Class L:		
Exchanged	38	50
Distributions Reinvested	18	1
Redeemed	(26)	(54)
Class C:		
Subscribed	579	42
Distributions Reinvested	33	3
Redeemed	(589)	(27)
Class IS:		
Subscribed	37,143	27,884
Distributions Reinvested	36,896	5,074
Redeemed	(52,934)	(167,078)
Class IR:		
Distributions Reinvested	1	—@
Net Decrease in Net Assets Resulting from Capital Share Transactions	(6,511)	(146,838)
Redemption Fees	—@	12
Total Decrease in Net Assets	(39,710)	(51,555)
Net Assets:		
Beginning of Period	761,844	813,399
End of Period	\$722,134	\$ 761,844

Emerging Markets Portfolio

Statements of Changes in Net Assets (cont'd)

	Year Ended December 31, 2021 (000)	Year Ended December 31, 2020 (000)
(1) Capital Share Transactions:		
Class I:		
Shares Subscribed	1,578	3,098
Shares Issued on Distributions Reinvested	890	121
Shares Redeemed	(3,409)	(3,267)
Net Decrease in Class I Shares Outstanding	(941)	(48)
Class A:		
Shares Subscribed	138	75
Shares Issued on Distributions Reinvested	31	2
Shares Redeemed	(98)	(260)
Net Increase (Decrease) in Class A Shares Outstanding	71	(183)
Class L:		
Shares Exchanged	1	2
Shares Issued on Distributions Reinvested	1	—@@
Shares Redeemed	(1)	(3)
Net Increase (Decrease) in Class L Shares Outstanding	1	(1)
Class C:		
Shares Subscribed	22	2
Shares Issued on Distributions Reinvested	1	—@@
Shares Redeemed	(22)	(1)
Net Increase in Class C Shares Outstanding	1	1
Class IS:		
Shares Subscribed	1,306	1,282
Shares Issued on Distributions Reinvested	1,490	193
Shares Redeemed	(1,904)	(7,218)
Net Increase (Decrease) in Class IS Shares Outstanding	892	(5,743)
Class IR:		
Shares Issued on Distributions Reinvested	—@@	—@@

@ Amount is less than \$500.

@@ Amount is less than 500 shares.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class I				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net Asset Value, Beginning of Period	\$26.85	\$23.69	\$22.53	\$27.95	\$20.83
Income (Loss) from Investment Operations:					
Net Investment Income ⁽¹⁾	0.17	0.13	0.41	0.28	0.19
Net Realized and Unrealized Gain (Loss)	0.73	3.32	3.92	(5.15)	7.10
Total from Investment Operations	0.90	3.45	4.33	(4.87)	7.29
Distributions from and/or in Excess of:					
Net Investment Income	(0.46)	(0.14)	(0.18)	(0.35)	(0.17)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)	—
Total Distributions	(2.31)	(0.29)	(3.17)	(0.55)	(0.17)
Redemption Fees	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾
Net Asset Value, End of Period	\$25.44	\$26.85	\$23.69	\$22.53	\$27.95
Total Return⁽³⁾	3.55%	14.58%	19.44%	(17.32)%	34.97%
Ratios to Average Net Assets and Supplemental Data:					
Net Assets, End of Period (Thousands)	\$272,406	\$312,834	\$277,114	\$229,132	\$342,400
Ratio of Expenses Before Expense Limitation	1.09%	1.10%	1.16%	N/A	1.07%
Ratio of Expenses After Expense Limitation	1.05% ⁽⁴⁾	1.05% ⁽⁴⁾	1.05% ⁽⁴⁾	1.03% ⁽⁴⁾	1.04% ⁽⁴⁾
Ratio of Expenses After Expense Limitation Excluding Interest Expenses	1.05% ⁽⁴⁾	1.05% ⁽⁴⁾	1.05% ⁽⁴⁾	N/A	N/A
Ratio of Net Investment Income	0.61% ⁽⁴⁾	0.58% ⁽⁴⁾	1.69% ⁽⁴⁾	1.08% ⁽⁴⁾	0.75% ⁽⁴⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.01%	0.00% ⁽⁵⁾
Portfolio Turnover Rate	39%	57%	58%	56%	35%

(1) Per share amount is based on average shares outstanding.

(2) Amount is less than \$0.005 per share.

(3) Calculated based on the net asset value as of the last business day of the period.

(4) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(5) Amount is less than 0.005%.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class A				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net Asset Value, Beginning of Period	\$26.13	\$23.05	\$21.99	\$27.24	\$20.31
Income (Loss) from Investment Operations:					
Net Investment Income ⁽¹⁾	0.08	0.05	0.30	0.20	0.10
Net Realized and Unrealized Gain (Loss)	0.71	3.22	3.85	(5.01)	6.92
Total from Investment Operations	0.79	3.27	4.15	(4.81)	7.02
Distributions from and/or in Excess of:					
Net Investment Income	(0.38)	(0.04)	(0.10)	(0.24)	(0.09)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)	—
Total Distributions	(2.23)	(0.19)	(3.09)	(0.44)	(0.09)
Redemption Fees	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾
Net Asset Value, End of Period	\$24.69	\$26.13	\$23.05	\$21.99	\$27.24
Total Return⁽³⁾	3.23%	14.21%	19.08%	(17.58)%	34.54%
Ratios to Average Net Assets and Supplemental Data:					
Net Assets, End of Period (Thousands)	\$9,222	\$7,907	\$11,195	\$13,605	\$23,952
Ratio of Expenses Before Expense Limitation	1.39%	1.43%	1.43%	N/A	1.40%
Ratio of Expenses After Expense Limitation	1.36% ⁽⁴⁾	1.38% ⁽⁴⁾	1.34% ⁽⁴⁾	1.34% ⁽⁴⁾	1.36% ⁽⁴⁾
Ratio of Expenses After Expense Limitation Excluding Interest Expenses	1.36% ⁽⁴⁾	1.38% ⁽⁴⁾	1.34% ⁽⁴⁾	N/A	N/A
Ratio of Net Investment Income	0.28% ⁽⁴⁾	0.24% ⁽⁴⁾	1.26% ⁽⁴⁾	0.78% ⁽⁴⁾	0.42% ⁽⁴⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.01%	0.00% ⁽⁵⁾
Portfolio Turnover Rate	39%	57%	58%	56%	35%

(1) Per share amount is based on average shares outstanding.

(2) Amount is less than \$0.005 per share.

(3) Calculated based on the net asset value which does not reflect sales charges, if applicable, as of the last business day of the period.

(4) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(5) Amount is less than 0.005%.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class L				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net Asset Value, Beginning of Period	\$25.51	\$22.59	\$21.64	\$26.85	\$20.08
Income (Loss) from Investment Operations:					
Net Investment Income (Loss) ⁽¹⁾	(0.06)	(0.08)	0.17	0.05	(0.01)
Net Realized and Unrealized Gain (Loss)	0.68	3.15	3.77	(4.91)	6.80
Total from Investment Operations	0.62	3.07	3.94	(4.86)	6.79
Distributions from and/or in Excess of:					
Net Investment Income	(0.23)	—	—	(0.15)	(0.02)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)	—
Total Distributions	(2.08)	(0.15)	(2.99)	(0.35)	(0.02)
Redemption Fees	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾
Net Asset Value, End of Period	\$24.05	\$25.51	\$22.59	\$21.64	\$26.85
Total Return⁽³⁾	2.64%	13.65%	18.37%	(18.03)%	33.80%
Ratios to Average Net Assets and Supplemental Data:					
Net Assets, End of Period (Thousands)	\$233	\$215	\$210	\$292	\$253
Ratio of Expenses Before Expense Limitation	2.69%	3.06%	2.47%	2.55%	2.54%
Ratio of Expenses After Expense Limitation	1.90% ⁽⁴⁾	1.90% ⁽⁴⁾	1.90% ⁽⁴⁾	1.89% ⁽⁴⁾	1.90% ⁽⁴⁾
Ratio of Expenses After Expense Limitation Excluding Interest Expenses	1.90% ⁽⁴⁾	1.90% ⁽⁴⁾	1.90% ⁽⁴⁾	N/A	N/A
Ratio of Net Investment Income (Loss)	(0.23)% ⁽⁴⁾	(0.40)% ⁽⁴⁾	0.73% ⁽⁴⁾	0.20% ⁽⁴⁾	(0.03)% ⁽⁴⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.01%	0.00% ⁽⁵⁾
Portfolio Turnover Rate	39%	57%	58%	56%	35%

(1) Per share amount is based on average shares outstanding.

(2) Amount is less than \$0.005 per share.

(3) Calculated based on the net asset value as of the last business day of the period.

(4) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income (Loss) reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(5) Amount is less than 0.005%.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class C				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net Asset Value, Beginning of Period	\$25.29	\$22.45	\$21.57	\$26.66	\$19.99
Income (Loss) from Investment Operations:					
Net Investment Income (Loss) ⁽¹⁾	(0.10)	(0.11)	0.11	0.04	(0.09)
Net Realized and Unrealized Gain (Loss)	0.67	3.10	3.76	(4.93)	6.78
Total from Investment Operations	0.57	2.99	3.87	(4.89)	6.69
Distributions from and/or in Excess of:					
Net Investment Income	—	—	—	(0.00) ⁽²⁾	(0.02)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)	—
Total Distributions	(1.85)	(0.15)	(2.99)	(0.20)	(0.02)
Redemption Fees	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾
Net Asset Value, End of Period	\$24.01	\$25.29	\$22.45	\$21.57	\$26.66
Total Return⁽³⁾	2.43%	13.32%	18.16%	(18.26)%	33.45%
Ratios to Average Net Assets and Supplemental Data:					
Net Assets, End of Period (Thousands)	\$531	\$530	\$454	\$309	\$817
Ratio of Expenses Before Expense Limitation	2.42%	2.60%	2.58%	2.37%	2.30%
Ratio of Expenses After Expense Limitation	2.15% ⁽⁴⁾	2.15% ⁽⁴⁾	2.15% ⁽⁴⁾	2.14% ⁽⁴⁾	2.15% ⁽⁴⁾
Ratio of Expenses After Expense Limitation Excluding Interest Expenses	2.15% ⁽⁴⁾	2.15% ⁽⁴⁾	2.15% ⁽⁴⁾	N/A	N/A
Ratio of Net Investment Income (Loss)	(0.39)% ⁽⁴⁾	(0.53)% ⁽⁴⁾	0.47% ⁽⁴⁾	0.17% ⁽⁴⁾	(0.36)% ⁽⁴⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.01%	0.00% ⁽⁵⁾
Portfolio Turnover Rate	39%	57%	58%	56%	35%

(1) Per share amount is based on average shares outstanding.

(2) Amount is less than \$0.005 per share.

(3) Calculated based on the net asset value which does not reflect sales charges, if applicable, as of the last business day of the period.

(4) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income (Loss) reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(5) Amount is less than 0.005%.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class IS				
	Year Ended December 31,				
	2021	2020	2019	2018	2017
Net Asset Value, Beginning of Period	\$26.85	\$23.68	\$22.52	\$27.96	\$20.83
Income (Loss) from Investment Operations:					
Net Investment Income ⁽¹⁾	0.20	0.15	0.36	0.31	0.21
Net Realized and Unrealized Gain (Loss)	0.72	3.33	4.00	(5.17)	7.11
Total from Investment Operations	0.92	3.48	4.36	(4.86)	7.32
Distributions from and/or in Excess of:					
Net Investment Income	(0.49)	(0.16)	(0.21)	(0.38)	(0.19)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)	—
Total Distributions	(2.34)	(0.31)	(3.20)	(0.58)	(0.19)
Redemption Fees	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾	0.00 ⁽²⁾
Net Asset Value, End of Period	\$25.43	\$26.85	\$23.68	\$22.52	\$27.96
Total Return⁽³⁾	3.63%	14.73%	19.58%	(17.25)%	35.09%
Ratios to Average Net Assets and Supplemental Data:					
Net Assets, End of Period (Thousands)	\$439,730	\$440,346	\$524,416	\$797,029	\$1,034,348
Ratio of Expenses Before Expense Limitation	0.98%	1.00%	1.04%	N/A	0.98%
Ratio of Expenses After Expense Limitation	0.95% ⁽⁴⁾	0.95% ⁽⁴⁾	0.95% ⁽⁴⁾	0.92% ⁽⁴⁾	0.95% ⁽⁴⁾
Ratio of Expenses After Expense Limitation Excluding Interest Expenses	0.95% ⁽⁴⁾	0.95% ⁽⁴⁾	0.95% ⁽⁴⁾	N/A	N/A
Ratio of Net Investment Income	0.71% ⁽⁴⁾	0.67% ⁽⁴⁾	1.47% ⁽⁴⁾	1.21% ⁽⁴⁾	0.82% ⁽⁴⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.00% ⁽⁵⁾	0.01%	0.00% ⁽⁵⁾
Portfolio Turnover Rate	39%	57%	58%	56%	35%

(1) Per share amount is based on average shares outstanding.

(2) Amount is less than \$0.005 per share.

(3) Calculated based on the net asset value as of the last business day of the period.

(4) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(5) Amount is less than 0.005%.

Financial Highlights

Emerging Markets Portfolio

Selected Per Share Data and Ratios	Class IR			
	Year Ended December 31,			Period from
	2021	2020	2019	June 15, 2018 ⁽¹⁾ to December 31, 2018
Net Asset Value, Beginning of Period	\$26.85	\$23.68	\$22.54	\$26.23
Income (Loss) from Investment Operations:				
Net Investment Income ⁽²⁾	0.20	0.12	0.40	0.20
Net Realized and Unrealized Gain (Loss)	0.72	3.36	3.94	(3.31)
Total from Investment Operations	0.92	3.48	4.34	(3.11)
Distributions from and/or in Excess of:				
Net Investment Income	(0.49)	(0.16)	(0.21)	(0.38)
Net Realized Gain	(1.85)	(0.15)	(2.99)	(0.20)
Total Distributions	(2.34)	(0.31)	(3.20)	(0.58)
Redemption Fees	0.00 ⁽³⁾	0.00 ⁽³⁾	0.00 ⁽³⁾	0.00 ⁽³⁾
Net Asset Value, End of Period	\$25.43	\$26.85	\$23.68	\$22.54
Total Return⁽⁴⁾	3.63%	14.73%	19.53%	(11.82)% ⁽⁷⁾
Ratios to Average Net Assets and Supplemental Data:				
Net Assets, End of Period, (Thousands)	\$12	\$12	\$10	\$9
Ratio of Expenses Before Expense Limitation	16.98%	21.21%	21.52%	19.46% ⁽⁸⁾
Ratio of Expenses After Expense Limitation	0.95% ⁽⁵⁾	0.95% ⁽⁵⁾	0.95% ⁽⁵⁾	0.93% ⁽⁵⁾⁽⁸⁾
Ratios of Expenses After Expense Limitation Excluding Interest Expenses	0.95% ⁽⁵⁾	0.95% ⁽⁵⁾	0.95% ⁽⁵⁾	N/A
Ratio of Net Investment Income	0.71% ⁽⁵⁾	0.55% ⁽⁵⁾	1.62% ⁽⁵⁾	1.56% ⁽⁵⁾⁽⁸⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.00% ⁽⁶⁾	0.00% ⁽⁶⁾	0.00% ⁽⁶⁾	0.01% ⁽⁸⁾
Portfolio Turnover Rate	39%	57%	58%	56%

(1) Commencement of Offering.

(2) Per share amount is based on average shares outstanding.

(3) Amount is less than \$0.005 per share.

(4) Calculated based on the net asset value as of the last business day of the period.

(5) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment Income reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates."

(6) Amount is less than 0.005%.

(7) Not annualized.

(8) Annualized.

Notes to Financial Statements

Morgan Stanley Institutional Fund, Inc. (the “Company”) is registered under the Investment Company Act of 1940, as amended (the “Act”), as an open-end management investment company. The Company is comprised of thirty-two separate, active, diversified and non-diversified funds (individually referred to as a “Fund,” collectively as the “Funds”). The Company applies investment company accounting and reporting guidance.

The accompanying financial statements relate to the Emerging Markets Portfolio. The Fund seeks long-term capital appreciation by investing primarily in growth-oriented equity securities of issuers in emerging market countries.

The Fund offers six classes of shares — Class I, Class A, Class L, Class C, Class IS and Class IR. On April 30, 2015, the Fund suspended offering of Class L shares. Existing Class L shareholders may invest through reinvestment of dividends and distributions. In addition, Class L shares of the Fund may be exchanged for Class L shares of any Morgan Stanley Multi-Class Fund, even though Class L shares are closed to investors.

A. Significant Accounting Policies: The following significant accounting policies are in conformity with U.S. generally accepted accounting principles (“GAAP”). Such policies are consistently followed by the Company in the preparation of its financial statements. GAAP may require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results may differ from those estimates.

1. Security Valuation: (1) An equity portfolio security listed or traded on an exchange is valued at its latest reported sales price (or at the exchange official closing price if such exchange reports an official closing price), and if there were no sales on a given day and if there is no official exchange closing price for that day, the security is valued at the mean between the last reported bid and asked prices if such bid and asked prices are available on the relevant exchanges. If only bid prices are available then the latest bid price may be used. Listed equity securities not traded on the valuation date with no reported bid and asked prices available on the exchange are valued at the mean between the current bid and asked prices obtained from one or more reputable brokers or dealers. In cases where a security is traded on more than one exchange, the security is valued on the exchange designated as the primary market; (2) all other equity portfolio securities for which over-the-counter (“OTC”) market quotations are readily available are valued at the latest reported sales price (or at the

market official closing price if such market reports an official closing price), and if there was no trading in the security on a given day and if there is no official closing price from relevant markets for that day, the security is valued at the mean between the last reported bid and asked prices if such bid and asked prices are available on the relevant markets. An unlisted equity security that does not trade on the valuation date and for which bid and asked prices from the relevant markets are unavailable is valued at the mean between the current bid and asked prices obtained from one or more reputable brokers or dealers; (3) certain portfolio securities may be valued by an outside pricing service/vendor approved by the Company’s Board of Directors (the “Directors”). The pricing service/vendor may employ a pricing model that takes into account, among other things, bids, yield spreads and/or other market data and specific security characteristics. Alternatively, if a valuation is not available from an outside pricing service/vendor, and the security trades on an exchange, the security may be valued at its latest reported sale price (or at the exchange official closing price if such exchange reports an official closing price), prior to the time when assets are valued. If there are no sales on a given day and if there is no official exchange closing price for that day, the security is valued at the mean between the last reported bid and asked prices if such bid and asked prices are available in the relevant exchanges. If only bid prices are available then the latest bid price may be used. If Morgan Stanley Investment Management Inc. (the “Adviser”) or Morgan Stanley Investment Management Company (“MSIM Company”) (the “Sub-Adviser”), each a wholly-owned subsidiary of Morgan Stanley, determines that the price provided by the outside pricing service/vendor or exchange does not reflect the security’s fair value or is unable to provide a price, prices from brokers or dealers may also be utilized. In these circumstances, the value of the security will be the mean of bid and asked prices obtained from brokers or dealers; (4) when market quotations are not readily available, including circumstances under which the Adviser or the Sub-Adviser determines that the closing price, last sale price or the mean between the last reported bid and asked prices are not reflective of a security’s market value, portfolio securities are valued at their fair value as determined in good faith under procedures established by and under the general supervision of the Directors. Occasionally, developments affecting the closing prices of securities and other assets may occur between the times at which

Notes to Financial Statements (cont'd)

valuations of such securities are determined (that is, close of the foreign market on which the securities trade) and the close of business of the New York Stock Exchange ("NYSE"). If developments occur during such periods that are expected to materially affect the value of such securities, such valuations may be adjusted to reflect the estimated fair value of such securities as of the close of the NYSE, as determined in good faith by the Directors or by the Adviser using a pricing service and/or procedures approved by the Directors; (5) quotations of foreign portfolio securities, other assets and liabilities and forward contracts stated in foreign currency are translated into U.S. dollar equivalents at the prevailing market rates prior to the close of the NYSE; and (6) investments in mutual funds, including the Morgan Stanley Institutional Liquidity Funds, are valued at the net asset value ("NAV") as of the close of each business day.

The Directors have responsibility for determining in good faith the fair value of the investments, and the Directors may appoint others, such as the Company's Adviser or a valuation committee, to assist the Directors in determining fair value and to make the actual calculations pursuant to the fair valuation methodologies previously approved by the Directors. Under procedures approved by the Directors, the Company's Adviser has formed a Valuation Committee whose members are approved by the Directors. The Valuation Committee provides administration and oversight of the Company's valuation policies and procedures, which are reviewed at least annually by the Directors. These procedures allow the Company to utilize independent pricing services, quotations from securities and financial instrument dealers and other market sources to determine fair value.

2. Fair Value Measurement: Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ ("ASC") 820, "Fair Value Measurement" ("ASC 820"), defines fair value as the value that the Fund would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market, the most advantageous market for the investment or liability. ASC 820 establishes a three-tier hierarchy to distinguish between (1) inputs that reflect the assumptions market participants would use in valuing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs)

and (2) inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in valuing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the Fund's investments. The inputs are summarized in the three broad levels listed below:

- Level 1 – unadjusted quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 – significant unobservable inputs including the Fund's own assumptions in determining the fair value of investments. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, or the appropriate stock exchange (for exchange-traded securities), analysis of the issuer's financial statements or other available documents and, if necessary, available information concerning other securities in similar circumstances.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities and the determination of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each security.

The following is a summary of the inputs used to value the Fund's investments as of December 31, 2021:

Investment Type	Level 1 Unadjusted quoted prices (000)	Level 2 Other significant observable inputs (000)	Level 3 Significant unobservable inputs (000)	Total (000)
Assets:				
Common Stocks				
Airlines	\$ 10,531	\$ —	\$ —	\$ 10,531
Automobiles	7,345	5,475	—	12,820
Banks	87,434	33,915	—	121,349
Beverages	17,518	—	—	17,518
Capital Markets	7,674	—	—	7,674

Notes to Financial Statements (cont'd)

Investment Type	Level 1 Unadjusted quoted prices (000)	Level 2 Other significant observable inputs (000)	Level 3 Significant unobservable inputs (000)	Total (000)
Common Stocks (cont'd)				
Chemicals	\$ 5,522	\$ 3,930	\$—	\$ 9,452
Construction Materials	3,386	—	—	3,386
Consumer Finance	2,600	3,511	—	6,111
Electronic Equipment, Instruments & Components	—	20,211	—	20,211
Entertainment	10,428	—	—	10,428
Food & Staples Retailing	10,401	—	—	10,401
Food Products	9,126	—	—	9,126
Hotels, Restaurants & Leisure	2,024	—	—	2,024
Information Technology Services	33,784	—	—	33,784
Insurance	4,678	—	—	4,678
Interactive Media & Services	40,944	8,151	—	49,095
Internet & Direct Marketing Retail	23,681	1,075	—	24,756
Life Sciences Tools & Services	1,875	—	—	1,875
Machinery	—	10,041	—	10,041
Metals & Mining	31,680	—	—	31,680
Multi-Line Retail	4,273	7,872	—	12,145
Oil, Gas & Consumable Fuels	36,389	—	—	36,389
Paper & Forest Products	13,205	—	—	13,205
Personal Products	2,396	—	—	2,396
Pharmaceuticals	5,687	—	—	5,687
Semiconductors & Semiconductor Equipment	33,512	108,062	—	141,574
Specialty Retail	5,881	—	—	5,881
Tech Hardware, Storage & Peripherals	—	43,469	—	43,469
Textiles, Apparel & Luxury Goods	22,720	13,505	—	36,225
Thriffs & Mortgage Finance	13,153	—	—	13,153
Transportation Infrastructure	10,896	—	—	10,896
Total Common Stocks	458,743	259,217	—	717,960
Short-Term Investment				
Investment Company	8,133	—	—	8,133
Total Assets	\$466,876	\$259,217	\$—	\$726,093

Transfers between investment levels may occur as the markets fluctuate and/or the availability of data used in an investment's valuation changes.

3. Foreign Currency Translation and Foreign Investments:

The books and records of the Fund are maintained in U.S. dollars. Foreign currency amounts are translated into U.S. dollars as follows:

- investments, other assets and liabilities at the prevailing rate of exchange on the valuation date;

- investment transactions and investment income at the prevailing rates of exchange on the dates of such transactions.

Although the net assets of the Fund are presented at the foreign exchange rates and market values at the close of the period, the Fund does not isolate that portion of the results of operations arising as a result of changes in the foreign exchange rates from the fluctuations arising from changes in the market prices of securities held at period end. Similarly, the Fund does not isolate the effect of changes in foreign exchange rates from the fluctuations arising from changes in the market prices of securities sold during the period. Accordingly, realized and unrealized foreign currency gains (losses) on investments in securities are included in the reported net realized and unrealized gains (losses) on investment transactions and balances. However, pursuant to U.S. federal income tax regulations, gains and losses from certain foreign currency transactions and the foreign currency portion of gains and losses realized on sales and maturities of foreign denominated debt securities are treated as ordinary income for U.S. federal income tax purposes.

Net realized gains (losses) on foreign currency transactions represent net foreign exchange gains (losses) from foreign currency forward exchange contracts, disposition of foreign currencies, currency gains (losses) realized between the trade and settlement dates on securities transactions, and the difference between the amount of investment income and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent amounts actually received or paid. The change in unrealized currency gains (losses) on foreign currency transactions for the period is reflected in the Statement of Operations.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, fluctuations of exchange rates in relation to the U.S. dollar, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

Governmental approval for foreign investments may be required in advance of making an investment under

Notes to Financial Statements (cont'd)

certain circumstances in some countries, and the extent of foreign investments in domestic companies may be subject to limitation in other countries. Foreign ownership limitations also may be imposed by the charters of individual companies to prevent, among other concerns, violations of foreign investment limitations. As a result, an additional class of shares (identified as “Foreign” in the Portfolio of Investments) may be created and offered for investment. The “local” and “foreign shares” market values may differ. In the absence of trading of the foreign shares in such markets, the Fund values the foreign shares at the closing exchange price of the local shares.

- 4. Securities Lending:** The Fund lends securities to qualified financial institutions, such as broker-dealers, to earn additional income. Any increase or decrease in the fair value of the securities loaned that might occur and any interest earned or dividends declared on those securities during the term of the loan would remain in the Fund. The Fund would receive cash or securities as collateral in an amount equal to or exceeding 100% of the current fair value of the loaned securities. The collateral is marked-to-market daily by State Street Bank and Trust Company (“State Street”), the securities lending agent, to ensure that a minimum of 100% collateral coverage is maintained.

Based on pre-established guidelines, the securities lending agent invests any cash collateral that is received in an affiliated money market portfolio and repurchase agreements. Securities lending income is generated from the earnings on the invested collateral and borrowing fees, less any rebates owed to the borrowers and compensation to the lending agent, and is recorded as “Income from Securities Loaned — Net” in the Fund’s Statement of Operations. Risks in securities lending transactions are that a borrower may not provide additional collateral when required or return the securities when due, and that the value of the short-term investments will be less than the amount of cash collateral plus any rebate that is required to be returned to the borrower.

The Fund has the right under the securities lending agreement to recover the securities from the borrower on demand.

The following table presents financial instruments that are subject to enforceable netting arrangements as of December 31, 2021:

Gross Amounts Not Offset in the Statement of Assets and Liabilities			
Gross Asset Amounts Presented in the Statement of Assets and Liabilities (000)	Financial Instrument (000)	Collateral Received (000)	Net Amount (not less than \$0) (000)
\$6,423(a)	\$—	\$(6,423)(b)(c)	\$0

(a) Represents market value of loaned securities at year end.

(b) The Fund received non-cash collateral of approximately \$6,527,000 in the form of U.S. Government obligations, which the Fund cannot sell or repledge, and accordingly are not reflected in the Portfolio of Investments.

(c) The actual collateral received is greater than the amount shown here due to overcollateralization.

- 5. Redemption Fees:** The Fund will assess a 2% redemption fee, on Class I shares, Class A shares, Class L shares, Class C shares, Class IS shares and Class IR shares which is paid directly to the Fund, for shares redeemed or exchanged within thirty days of purchase, subject to certain exceptions. The redemption fee is designed to protect the Fund and its remaining shareholders from the effects of short-term trading. These fees, if any, are included in the Statements of Changes in Net Assets.
- 6. Indemnifications:** The Company enters into contracts that contain a variety of indemnifications. The Company’s maximum exposure under these arrangements is unknown. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.
- 7. Dividends and Distributions to Shareholders:** Dividends and distributions to shareholders are recorded on the ex-dividend date. Dividends from net investment income, if any, are declared and paid annually. Net realized capital gains, if any, are distributed at least annually.
- 8. Security Transactions, Income and Expenses:** Security transactions are accounted for on the trade date (date the order to buy or sell is executed). Realized gains and losses on the sale of investment securities are determined on the specific identified cost method. Dividend income and other distributions are recorded on the ex-dividend date (except for certain foreign dividends which may be recorded as soon as the Fund is informed of such dividends) net of applicable withholding taxes. Interest income is recognized on the accrual basis net of applicable

Notes to Financial Statements (cont'd)

withholding taxes except where collection is in doubt. Discounts are accreted and premiums are amortized over the life of the respective securities. Most expenses of the Company can be directly attributed to a particular Fund. Expenses which cannot be directly attributed are apportioned among the Funds based upon relative net assets or other appropriate methods. Income, expenses (other than class specific expenses — distribution and shareholder services, transfer agency and sub transfer agency fees) and realized and unrealized gains or losses are allocated to each class of shares based upon their relative net assets.

B. Advisory/Sub-Advisory Fees: The Adviser, a wholly-owned subsidiary of Morgan Stanley, provides the Fund with advisory services under the terms of an Investment Advisory Agreement, paid quarterly, at the annual rate based on the daily net assets as follows:

First \$500 million	Next \$500 million	Next \$1.5 billion	Over \$2.5 billion
0.85%	0.75%	0.70%	0.65%

For the year ended December 31, 2021, the advisory fee rate (net of waiver/rebate) was equivalent to an annual effective rate of 0.78% of the Fund's average daily net assets.

The Adviser has agreed to reduce its advisory fee and/or reimburse the Fund so that total annual Fund operating expenses, excluding certain investment related expenses, taxes, interest and other extraordinary expenses (including litigation), will not exceed 1.05% for Class I shares, 1.40% for Class A shares, 1.90% for Class L shares, 2.15% for Class C shares, 0.95% for Class IS shares and 0.95% for Class IR shares. The fee waivers and/or expense reimbursements will continue for at least one year from the date of the Fund's prospectus or until such time as the Directors act to discontinue all or a portion of such waivers and/or reimbursements when they deem such action is appropriate. For the year ended December 31, 2021, approximately \$233,000 of advisory fees were waived and approximately \$28,000 of other expenses were reimbursed by the Adviser pursuant to this arrangement.

The Adviser has entered into a Sub-Advisory Agreement with the Sub-Adviser, a wholly-owned subsidiary of Morgan Stanley. The Sub-Adviser provides the Fund with advisory services subject to the overall supervision of the Adviser and the Fund's Officers and Directors. The Adviser pays the Sub-Adviser on a monthly basis a portion of the net advisory fees the Adviser receives from the Fund.

C. Administration Fees: The Adviser also serves as Administrator to the Company and provides administrative services pursuant to an Administration Agreement for an annual fee, accrued daily and paid monthly, of 0.08% of the Fund's average daily net assets.

Under a Sub-Administration Agreement between the Administrator and State Street, State Street provides certain administrative services to the Company. For such services, the Administrator pays State Street a portion of the fee the Administrator receives from the Fund.

D. Distribution and Shareholder Services Fees:

Morgan Stanley Distribution, Inc. ("MSDI" or the "Distributor"), a wholly-owned subsidiary of the Adviser and an indirect subsidiary of Morgan Stanley, serves as the Company's Distributor of Fund shares pursuant to a Distribution Agreement. The Company has adopted a Shareholder Services Plan with respect to Class A shares pursuant to Rule 12b-1 under the Act. Under the Shareholder Services Plan, the Fund pays the Distributor a shareholder services fee, accrued daily and paid monthly, at an annual rate of 0.25% of the Fund's average daily net assets attributable to Class A shares.

The Company has adopted a Distribution and Shareholder Services Plan with respect to Class L shares pursuant to Rule 12b-1 under the Act. Under the Distribution and Shareholder Services Plan, the Fund pays the Distributor a distribution fee, accrued daily and paid monthly, at an annual rate of 0.50% and a shareholder services fee, accrued daily and paid monthly, at an annual rate of 0.25% of the Fund's average daily net assets attributable to Class L shares.

The Company has adopted a Distribution and Shareholder Services Plan with respect to Class C shares pursuant to Rule 12b-1 under the Act. Under the Distribution and Shareholder Services Plan, the Fund pays the Distributor a distribution fee, accrued daily and paid monthly, at an annual rate of 0.75% and a shareholder services fee, accrued daily and paid monthly, at an annual rate of 0.25% of the Fund's average daily net assets attributable to Class C shares.

The distribution and shareholder services fees are used to support the expenses associated with servicing and maintaining accounts. The Distributor may compensate other parties for providing shareholder support services to investors who purchase Class A, Class L and Class C shares.

Notes to Financial Statements (cont'd)

E. Dividend Disbursing and Transfer Agent: The Company's dividend disbursing and transfer agent is DST Asset Manager Solutions, Inc. ("DST"). Pursuant to a Transfer Agency Agreement, the Company pays DST a fee based on the number of classes, accounts and transactions relating to the Funds of the Company.

F. Custodian Fees: State Street (the "Custodian") also serves as Custodian for the Company in accordance with a Custodian Agreement. The Custodian holds cash, securities and other assets of the Company as required by the Act. Custody fees are payable monthly based on assets held in custody, investment purchases and sales activity and account maintenance fees, plus reimbursement for certain out-of-pocket expenses.

G. Security Transactions and Transactions with Affiliates: For the year ended December 31, 2021, purchases and sales of investment securities for the Fund, other than long-term U.S. Government securities and short-term investments were approximately \$294,380,000 and \$355,610,000, respectively. There were no purchases and sales of long-term U.S. Government securities for the year ended December 31, 2021.

The Fund invests in the Institutional Class of the Morgan Stanley Institutional Liquidity Funds — Government Portfolio (the "Liquidity Funds"), an open-end management investment company managed by the Adviser, both directly and as a portion of the securities held as collateral on loaned securities. Advisory fees paid by the Fund are reduced by an amount equal to its pro-rata share of the advisory and administration fees paid by the Fund due to its investment in the Liquidity Funds. For the year ended December 31, 2021, advisory fees paid were reduced by approximately \$5,000 relating to the Fund's investment in the Liquidity Funds.

A summary of the Fund's transactions in shares of affiliated investments during the year ended December 31, 2021 is as follows:

Affiliated Investment Company	Value December 31, 2020 (000)	Purchases at Cost (000)	Proceeds from Sales (000)	Dividend Income (000)
Liquidity Funds	\$8,941	\$175,503	\$176,311	\$2

Affiliated Investment Company (cont'd)	Realized Gain (Loss) (000)	Change in Unrealized Appreciation (Depreciation) (000)	Value December 31, 2021 (000)
Liquidity Funds	\$—	\$—	\$8,133

The Fund is permitted to purchase and sell securities ("cross-trade") from and to other Morgan Stanley funds as well as other funds and client accounts for which the Adviser or an affiliate of the Adviser serves as investment adviser, pursuant to procedures approved by the Directors in compliance with Rule 17a-7 under the Act (the "Rule"). Each cross-trade is executed at the current market price in compliance with provisions of the Rule. For the year ended December 31, 2021, the Fund did not engage in any cross-trade transactions.

The Fund has an unfunded Deferred Compensation Plan (the "Compensation Plan"), which allows each independent Director to defer payment of all, or a portion, of the fees he or she receives for serving on the Board of Directors. Each eligible Director generally may elect to have the deferred amounts credited with a return equal to the total return on one or more of the Morgan Stanley funds that are offered as investment options under the Compensation Plan. Appreciation/depreciation and distributions received from these investments are recorded with an offsetting increase/decrease in the deferred compensation obligation and do not affect the NAV of the Fund.

H. Federal Income Taxes: It is the Fund's intention to continue to qualify as a regulated investment company and distribute all of its taxable and tax-exempt income. Accordingly, no provision for federal income taxes is required in the financial statements.

The Fund may be subject to taxes imposed by countries in which it invests. Such taxes are generally based on income and/or capital gains earned or repatriated. Taxes are accrued based on net investment income, net realized gains and net unrealized appreciation as such income and/or gains are earned. Taxes may also be based on transactions in foreign currency and are accrued based on the value of investments denominated in such currency.

FASB ASC 740-10, "Income Taxes — Overall", sets forth a minimum threshold for financial statement recognition of the benefit of a tax position taken or expected to be taken in a tax return. Management has concluded there are no significant uncertain tax positions that would require recognition in the financial statements. If applicable, the Fund recognizes interest accrued related to unrecognized tax benefits in "Interest Expense" and penalties in "Other Expenses" in the Statement of Operations. The Fund files tax returns with the U.S. Internal Revenue Service, New York and various states. Generally, each of the tax years in the four-year period ended December 31, 2021 remains subject to examination by taxing authorities.

Notes to Financial Statements (cont'd)

The tax character of distributions paid may differ from the character of distributions shown for GAAP purposes due to short-term capital gains being treated as ordinary income for tax purposes. The tax character of distributions paid during fiscal years 2021 and 2020 was as follows:

2021 Distributions Paid From:		2020 Distributions Paid From:	
Ordinary Income (000)	Long-Term Capital Gain (000)	Ordinary Income (000)	Long-Term Capital Gain (000)
\$11,076	\$49,421	\$4,274	\$4,178

The amount and character of income and gains to be distributed are determined in accordance with income tax regulations which may differ from GAAP. These book/tax differences are either considered temporary or permanent in nature.

Temporary differences are attributable to differing book and tax treatments for the timing of the recognition of gains (losses) on certain investment transactions and the timing of the deductibility of certain expenses.

The Fund had no permanent differences causing reclassifications among the components of net assets for the year ended December 31, 2021.

At December 31, 2021, the components of distributable earnings for the Fund on a tax basis were as follows:

Undistributed Ordinary Income (000)	Undistributed Long-Term Capital Gain (000)
\$—	\$17,251

During the year ended December 31, 2021, the Fund utilized capital loss carryforwards for U.S. federal income tax purposes of approximately \$36,438,000.

I. Credit Facility: The Company and other Morgan Stanley funds participated in a \$300,000,000 committed, unsecured revolving line of credit facility (the “Facility”) with State Street. This Facility is to be used for temporary emergency purposes or funding of shareholder redemption requests. The interest rate on borrowings is based on the federal funds rate or 1 month LIBOR rate plus a spread. Effective April 19, 2021, the interest rate on borrowings is based on the federal funds effective rate or overnight bank funding rate plus a spread. The Facility also has a commitment fee of 0.25% per annum based on the unused portion of the Facility. During the year ended December 31, 2021, the Fund did not have any borrowings under the Facility.

J. Other: At December 31, 2021, the Fund had record owners of 10% or greater. Investment activities of these shareholders could have a material impact on the Fund. The aggregate percentage of such owners was 67.2%.

K. Market Risk: The outbreak of the coronavirus (“COVID-19”) and the recovery responses could adversely impact the operations of the Fund and its service providers and financial performance of the Fund and the Fund’s investments. The extent of such impact depends on future developments, including (i) the duration and spread of the outbreak, (ii) the restrictions and advisories, (iii) the effects on the financial markets, (iv) government and regulatory responses, and (v) the effects on the economy overall as a result of developments such as disruption to consumer demand, economic output and supply chains. The duration and extent of COVID-19 and associated economic and market conditions and uncertainty over the long term cannot be reasonably estimated at this time. The ultimate impact of COVID-19 and the extent to which the associated conditions impact the Fund will also depend on future developments, which are highly uncertain, difficult to accurately predict and subject to change at any time. If the financial performance of the Fund’s investments is impacted because of these factors for an extended period, the Fund’s investment results may be adversely affected.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
Morgan Stanley Institutional Fund, Inc. —
Emerging Markets Portfolio

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of Emerging Markets Portfolio (the “Fund”) (one of the funds constituting Morgan Stanley Institutional Fund, Inc. (the “Company”)), including the portfolio of investments, as of December 31, 2021, and the related statement of operations for the year then ended and the statements of changes in net assets for each of the two years in the period ended, the financial highlights for each of the five years in the period ended and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of Emerging Markets Portfolio (one of the funds constituting Morgan Stanley Institutional Fund, Inc.) at December 31, 2021, the results of its operations for the year then ended and the changes in its net assets for each of the two years in the period ended and its financial highlights for each of the five years in the period ended, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities law and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of the Company’s internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of December 31, 2021 by correspondence with the custodian and others or by other appropriate auditing procedures where replies from others were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Ernst + Young LLP

We have served as the auditor of one or more Morgan Stanley investment companies since 2000.

Boston, Massachusetts

February 28, 2022

Liquidity Risk Management Program (unaudited)

In compliance with Rule 22e-4 under the Investment Company Act of 1940, as amended (the “Liquidity Rule”), the Fund has adopted and implemented a liquidity risk management program (the “Program”), which is reasonably designed to assess and manage the risk that the Fund could not meet requests to redeem shares issued by the Fund without significant dilution of remaining investors’ interests in the Fund (i.e., liquidity risk). The Fund’s Board of Directors (the “Board”) previously approved the designation of the Liquidity Risk Subcommittee (the “LRS”) as Program administrator. The LRS is comprised of representatives from various divisions within Morgan Stanley Investment Management.

At a meeting held on March 3-4, 2021, the Board reviewed a written report prepared by the LRS that addressed the Program’s operation and assessed its adequacy, and effectiveness of implementation for the period from January 1, 2020, through December 31, 2020, as required under the Liquidity Rule, and discussed the impact of the COVID-19 pandemic on liquidity and the LRS’s assessment of liquidity risk during the reporting period, including during the distressed market environment caused by the onset of the COVID-19 pandemic. The report concluded that the Program operated effectively and was adequately and effectively implemented in all material aspects, and that the relevant controls and safeguards were appropriately designed to enable the LRS to administer the Program in compliance with the Liquidity Rule.

In accordance with the Program, the LRS assessed each Fund’s liquidity risk no less frequently than annually taking into consideration certain factors, as applicable, such as (i) investment strategy and liquidity of portfolio investments, (ii) short-term and long-term cash flow projections and (iii) holdings of cash and cash equivalents and borrowing arrangements and other funding sources. Certain factors are considered under both normal and reasonably foreseeable stressed conditions.

Each Fund portfolio investment is classified into one of four liquidity categories, which classification is assessed at least monthly by the LRS. The classification is based on a determination of the number of days it is reasonably expected to take to convert the investment into cash, or sell or dispose of the investment, in current market conditions without significantly changing the market value of the investment. Liquidity classification determinations take into account various market, trading and investment-specific considerations, as well as market depth, and in some cases utilize third-party vendor data.

The Liquidity Rule limits a fund’s investments in illiquid investments to 15% of its net assets and requires funds that do not primarily hold assets that are highly liquid investments to determine and maintain a minimum percentage of the fund’s net assets to be invested in highly liquid investments (highly liquid investment minimum or “HLIM”). The LRS believes that the Program includes provisions reasonably designed to review, monitor and comply with the 15% limit on illiquid investments and for determining, periodically reviewing and complying with the HLIM requirement, as applicable.

There can be no assurance that the Program will achieve its objectives under all circumstances in the future. Please refer to the Fund’s prospectus for more information regarding the Fund’s exposure to liquidity risk and other risks to which it may be subject.

Federal Tax Notice (unaudited)

For federal income tax purposes, the following information is furnished with respect to the distributions paid by the Fund during its taxable year ended December 31, 2021. For corporate shareholders 1.35% of the dividends qualified for the dividends received deduction.

The Fund designated and paid approximately \$49,421,000 as a long-term capital gain distribution.

For federal income tax purposes, the following information is furnished with respect to the Fund's earnings for its taxable year ended December 31, 2021. When distributed, certain earnings may be subject to a maximum tax rate of 15% as provided for by the Jobs and Growth Tax Relief Reconciliation Act of 2003. The Fund designated up to a maximum of approximately \$11,160,000 as taxable at this lower rate.

The Fund intends to pass through foreign tax credits of approximately \$1,680,000 and has derived net income from sources within foreign countries amounting to approximately \$14,775,000.

In January, the Fund provides tax information to shareholders for the preceding calendar year.

U.S. Customer Privacy Notice (unaudited)

April 2021

FACTS**WHAT DOES MSIM DO WITH YOUR PERSONAL INFORMATION?****Why?**

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and income
- investment experience and risk tolerance
- checking account number and wire transfer instructions

How?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons MSIM chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does MSIM share?	Can you limit this sharing?
For our everyday business purposes — such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes — to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don't share
For our investment management affiliates' everyday business purposes — information about your transactions, experiences, and creditworthiness	Yes	Yes
For our affiliates' everyday business purposes — information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes — information about your creditworthiness	No	We don't share
For our investment management affiliates to market to you	Yes	Yes
For our affiliates to market to you	No	We don't share
For non-affiliates to market to you	No	We don't share

U.S. Customer Privacy Notice (unaudited) (cont'd)

April 2021

To limit our sharing	<p>Call toll-free (844) 312-6327 or email: imprivacyinquiries@morganstanley.com</p> <p>Please note: If you are a <i>new</i> customer, we can begin sharing your information 30 days from the date we sent this notice. When you are <i>no longer</i> our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.</p>
Questions?	<p>Call toll-free (844) 312-6327 or email: imprivacyinquiries@morganstanley.com</p>
Who we are	
Who is providing this notice?	<p>Morgan Stanley Investment Management Inc. and its investment management affiliates ("MSIM") (see Investment Management Affiliates definition below)</p>
What we do	
How does MSIM protect my personal information?	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We have policies governing the proper handling of customer information by personnel and requiring third parties that provide support to adhere to appropriate security standards with respect to such information.</p>
How does MSIM collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> ■ open an account or make deposits or withdrawals from your account ■ buy securities from us or make a wire transfer ■ give us your contact information <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> ■ sharing for affiliates' everyday business purposes — information about your creditworthiness ■ affiliates from using your information to market to you ■ sharing for non-affiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.</p>

U.S. Customer Privacy Notice (unaudited) (cont'd)

April 2021

Definitions	
Investment Management Affiliates	MSIM Investment Management Affiliates include registered investment advisers, registered broker-dealers, and registered and unregistered funds in the Investment Management Division. Investment Management Affiliates does not include entities associated with Morgan Stanley Wealth Management, such as Morgan Stanley Smith Barney LLC and Morgan Stanley & Co.
Affiliates	Companies related by common ownership or control. They can be financial and non-financial companies. ■ <i>Our affiliates include companies with a Morgan Stanley name and financial companies such as Morgan Stanley Smith Barney LLC and Morgan Stanley & Co.</i>
Non-affiliates	Companies not related by common ownership or control. They can be financial and non-financial companies. ■ <i>MSIM does not share with non-affiliates so they can market to you.</i>
Joint marketing	A formal agreement between non-affiliated financial companies that together market financial products or services to you. ■ <i>MSIM doesn't jointly market</i>
Other important information	
<p>Vermont: Except as permitted by law, we will not share personal information we collect about Vermont residents with Non-affiliates unless you provide us with your written consent to share such information.</p> <p>California: Except as permitted by law, we will not share personal information we collect about California residents with Non-affiliates and we will limit sharing such personal information with our Affiliates to comply with California privacy laws that apply to us.</p>	

Director and Officer Information (unaudited)

Independent Directors:

Name, Address and Birth Year of Independent Director	Position(s) Held with Registrant	Length of Time Served*	Principal Occupation(s) During Past 5 Years and Other Relevant Professional Experience	Number of Funds in Fund Complex Overseen by Independent Director**	Other Directorships Held by Independent Director During Past 5 Years***
Frank L. Bowman c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1944	Director	Since August 2006	President, Strategic Decisions, LLC (consulting) (since February 2009); Director or Trustee of various Morgan Stanley Funds (since August 2006); Chairperson of the Compliance and Insurance Committee (since October 2015); formerly, Chairperson of the Insurance Sub-Committee of the Compliance and Insurance Committee (2007-2015); served as President and Chief Executive Officer of the Nuclear Energy Institute (policy organization) (February 2005-November 2008); retired as Admiral, U.S. Navy after serving over 38 years on active duty including 8 years as Director of the Naval Nuclear Propulsion Program in the Department of the Navy and the U.S. Department of Energy (1996-2004); served as Chief of Naval Personnel (July 1994-September 1996) and on the Joint Staff as Director of Political Military Affairs (June 1992-July 1994); knighted as Honorary Knight Commander of the Most Excellent Order of the British Empire; awarded the Officier de l'Ordre National du Mérite by the French Government; elected to the National Academy of Engineering (2009).	77	Director of Naval and Nuclear Technologies LLP; Director Emeritus of the Armed Services YMCA; Member of the National Security Advisory Council of the Center for U.S. Global Engagement and a member of the CNA Military Advisory Board; Chairman of Fairhaven United Methodist Church; Member of the Board of Advisors of the Dolphin Scholarship Foundation; Director of other various nonprofit organizations; formerly, Director of BP, plc (November 2010-May 2019).
Kathleen A. Dennis c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1953	Director	Since August 2006	Chairperson of the Governance Committee (since January 2021), Chairperson of the Liquidity and Alternatives Sub-Committee of the Investment Committee (2006-2020) and Director or Trustee of various Morgan Stanley Funds (since August 2006); President, Cedarwood Associates (mutual fund and investment management consulting) (since July 2006); formerly, Senior Managing Director of Victory Capital Management (1993-2006).	77	Board Member, University of Albany Foundation (2012-present); Board Member, Mutual Funds Directors Forum (2014-present); Director of various non-profit organizations.

Director and Officer Information (unaudited) (cont'd)

Independent Directors: (cont'd)

Name, Address and Birth Year of Independent Director	Position(s) Held with Registrant	Length of Time Served*	Principal Occupation(s) During Past 5 Years and Other Relevant Professional Experience	Number of Funds in Fund Complex Overseen by Independent Director**	Other Directorships Held by Independent Director During Past 5 Years***
Nancy C. Everett c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1955	Director	Since January 2015	Chairperson of the Equity Investment Committee (since January 2021); Director or Trustee of various Morgan Stanley Funds (since January 2015); Chief Executive Officer, Virginia Commonwealth University Investment Company (since November 2015); Owner, OBIR, LLC (institutional investment management consulting) (since June 2014); formerly, Managing Director, BlackRock, Inc. (February 2011-December 2013) and Chief Executive Officer, General Motors Asset Management (a/k/a Promark Global Advisors, Inc.) (June 2005-May 2010).	78	Formerly, Member of Virginia Commonwealth University School of Business Foundation (2005-2016); Member of Virginia Commonwealth University Board of Visitors (2013-2015); Member of Committee on Directors for Emerging Markets Growth Fund, Inc. (2007-2010); Chairperson of Performance Equity Management, LLC (2006-2010); and Chairperson, GMAM Absolute Return Strategies Fund, LLC (2006-2010).
Jakki L. Haussler c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1957	Director	Since January 2015	Director or Trustee of various Morgan Stanley Funds (since January 2015); Chairman, Opus Capital Group (since 1996); formerly, Chief Executive Officer, Opus Capital Group (1996-2019); Director, Capvest Venture Fund, LP (May 2000-December 2011); Partner, Adena Ventures, LP (July 1999-December 2010); Director, The Victory Funds (February 2005-July 2008).	78	Director, Barnes Group Inc. (since July 2021); Director of Cincinnati Bell Inc. and Member, Audit Committee and Chairman, Governance and Nominating Committee; Director of Service Corporation International and Member, Audit Committee and Investment Committee; Director of Northern Kentucky University Foundation and Member, Investment Committee; Member of Chase College of Law Transactional Law Practice Center Board of Advisors; Director of Best Transport; Director of Chase College of Law Board of Visitors; formerly, Member, University of Cincinnati Foundation Investment Committee; Member, Miami University Board of Visitors (2008-2011); Trustee of Victory Funds (2005-2008) and Chairman, Investment Committee (2007-2008) and Member, Service Provider Committee (2005-2008).

Director and Officer Information (unaudited) (cont'd)

Independent Directors: (cont'd)

Name, Address and Birth Year of Independent Director	Position(s) Held with Registrant	Length of Time Served*	Principal Occupation(s) During Past 5 Years and Other Relevant Professional Experience	Number of Funds in Fund Complex Overseen by Independent Director**	Other Directorships Held by Independent Director During Past 5 Years***
Dr. Manuel H. Johnson c/o Johnson Smick International, Inc. 220 I Street, NE Suite 200 Washington, D.C. 20002 Birth Year: 1949	Director	Since July 1991	Senior Partner, Johnson Smick International, Inc. (consulting firm); Chairperson of the Fixed Income, Liquidity and Alternatives Investment Committee (since January 2021), Chairperson of the Investment Committee (2006-2020) and Director or Trustee of various Morgan Stanley Funds (since July 1991); Co-Chairman and a founder of the Group of Seven Council (G7C) (international economic commission); formerly, Chairperson of the Audit Committee (July 1991-September 2006); Vice Chairman of the Board of Governors of the Federal Reserve System and Assistant Secretary of the U.S. Treasury.	77	Director of NVR, Inc. (home construction).
Joseph J. Kearns c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1942	Director	Since August 1994	Senior Adviser, Kearns & Associates LLC (investment consulting); Chairperson of the Audit Committee (since October 2006) and Director or Trustee of various Morgan Stanley Funds (since August 1994); formerly, Deputy Chairperson of the Audit Committee (July 2003-September 2006) and Chairperson of the Audit Committee of various Morgan Stanley Funds (since August 1994); CFO of the J. Paul Getty Trust (1982-1999).	78	Director, Rubicon Investments (since February 2019); Prior to August 2016, Director of Electro Rent Corporation (equipment leasing); Prior to December 31, 2013, Director of The Ford Family Foundation.
Michael F. Klein c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1958	Director	Since August 2006	Chairperson of the Risk Committee (since January 2021); Managing Director, Aetos Alternatives Management, LP (since March 2000); Co-President, Aetos Alternatives Management, LP (since January 2004) and Co-Chief Executive Officer of Aetos Alternatives Management, LP (since August 2013); Chairperson of the Fixed Income Sub-Committee of the Investment Committee (2006-2020) and Director or Trustee of various Morgan Stanley Funds (since August 2006); formerly, Managing Director, Morgan Stanley & Co. Inc. and Morgan Stanley Dean Witter Investment Management and President, various Morgan Stanley Funds (June 1998-March 2000); Principal, Morgan Stanley & Co. Inc. and Morgan Stanley Dean Witter Investment Management (August 1997-December 1999).	77	Director of certain investment funds managed or sponsored by Aetos Alternatives Management, LP; Director of Sanitized AG and Sanitized Marketing AG (specialty chemicals).
Patricia A. Maleski c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1960	Director	Since January 2017	Director or Trustee of various Morgan Stanley Funds (since January 2017); Managing Director, JPMorgan Asset Management (2004-2016); Oversight and Control Head of Fiduciary and Conflicts of Interest Program (2015-2016); Chief Control Officer — Global Asset Management (2013-2015); President, JPMorgan Funds (2010-2013); Chief Administrative Officer (2004-2013); various other positions including Treasurer and Board Liaison (since 2001).	78	Trustee, Nutley Family Service Bureau, Inc. (since January 2022).
W. Allen Reed c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1947	Chair of the Board and Director	Chair of the Board since August 2020 and Director since August 2006	Chair of the Boards of various Morgan Stanley Funds (since August 2020); Director or Trustee of various Morgan Stanley Funds (since August 2006); formerly, Vice Chair of the Boards of various Morgan Stanley Funds (January 2020-August 2020); President and Chief Executive Officer of General Motors Asset Management; Chairman and Chief Executive Officer of the GM Trust Bank and Corporate Vice President of General Motors Corporation (August 1994-December 2005).	77	Formerly, Director of Legg Mason, Inc. (2006-2019); and Director of the Auburn University Foundation (2010-2015).

Director and Officer Information (unaudited) (cont'd)

Independent Directors: (cont'd)

Name, Address and Birth Year of Independent Director	Position(s) Held with Registrant	Length of Time Served*	Principal Occupation(s) During Past 5 Years and Other Relevant Professional Experience	Number of Funds in Fund Complex Overseen by Independent Director**	Other Directorships Held by Independent Director During Past 5 Years***
Frances L. Cashman c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1961	Advisory Board Member	Advisory Board Member Since January 2022	Chief Executive Officer, Asset Management Division, Euromoney Institutional Investor PLC (financial information) (May 2021-Present); Executive Vice President and various other roles, Legg Mason & Co. (asset management) (2010-2020); Managing Director, Stifel Nicolaus (2005-2010).	78	Trustee and Investment Committee Member, Georgia Tech Foundation (Since June 2019); Trustee and Chair of Marketing Committee, Loyola Blakefield (Since September 2017); Trustee, MMI Gateway Foundation (since September 2017); Director and Investment Committee Member, Catholic Community Foundation Board (2012-2018); Director and Investment Committee Member, St. Ignatius Loyola Academy (2011-2017).
Eddie A. Grier c/o Perkins Coie LLP Counsel to the Independent Directors 1155 Avenue of the Americas 22nd Floor New York, NY 10036 Birth Year: 1955	Advisory Board Member	Advisory Board Member Since January 2022	Dean, Santa Clara University Leavey School of Business (since April 2021); Dean, Virginia Commonwealth University School of Business (2010-2021); President and various other roles, Walt Disney Company (entertainment and media) (1981-2010).	78	Director, Witt/Keiffer, Inc. (executive search) (since 2016); Director, NuStar GP, LLC (energy) (since August 2021); Director, Sonida Senior Living, Inc. (residential community operator) (2016-2021); Director, NVR, Inc. (homebuilding) (2013-2020); Director, Middleburg Trust Company (wealth management) (2014-2019); Director, Colonial Williamsburg Company (since 2012); Regent, University of Massachusetts Global (since 2021); Director and Chair, ChildFund International (2012-2021); Trustee, Brandman University (2010-2021); Director, Richmond Forum (2012-2019).

* This is the earliest date the Director began serving the Morgan Stanley Funds. Each Director serves an indefinite term, until his or her successor is elected.

** The Fund Complex includes (as of December 31, 2021) all open-end and closed-end funds (including all of their portfolios) advised by Morgan Stanley Investment Management Inc. (the "Adviser") and any funds that have an adviser that is an affiliated person of the Adviser (including, but not limited to, Morgan Stanley AIP GP LP).

*** This includes any directorships at public companies and registered investment companies held by the Director at any time during the past five years.

Director and Officer Information (unaudited) (cont'd)

Executive Officers:

Name, Address and Birth Year of Executive Officer	Position(s) Held with Registrant	Length of Time Served*	Principal Occupation(s) During Past 5 Years
John H. Gernon 522 Fifth Avenue New York, NY 10036 Birth Year: 1963	President and Principal Executive Officer	Since September 2013	President and Principal Executive Officer of the Equity and Fixed Income Funds and the Morgan Stanley AIP Funds (since September 2013) and the Liquidity Funds and various money market funds (since May 2014) in the Fund Complex; Managing Director of the Adviser.
Deidre A. Downes 1633 Broadway New York, NY 10019 Birth Year: 1977	Chief Compliance Officer	Since November 2021	Executive Director of the Adviser (since January 2021) and Chief Compliance Officer of various Morgan Stanley Funds (since November 2021). Formerly, Vice President and Corporate Counsel at PGIM and Prudential Financial (October 2016-December 2020).
Francis J. Smith 522 Fifth Avenue New York, NY 10036 Birth Year: 1965	Treasurer and Principal Financial Officer	Treasurer since July 2003 and Principal Financial Officer since September 2002	Managing Director of the Adviser and various entities affiliated with the Adviser; Treasurer (since July 2003) and Principal Financial Officer of various Morgan Stanley Funds (since September 2002).
Mary E. Mullin 1633 Broadway New York, NY 10019 Birth Year: 1967	Secretary	Since June 1999	Managing Director of the Adviser; Secretary of various Morgan Stanley Funds (since June 1999).
Michael J. Key 522 Fifth Avenue New York, NY 10036 Birth Year: 1979	Vice President	Since June 2017	Vice President of the Equity and Fixed Income Funds, Liquidity Funds, various money market funds and the Morgan Stanley AIP Funds in the Fund Complex (since June 2017); Executive Director of the Adviser; Head of Product Development for Equity and Fixed Income Funds (since August 2013).

* This is the earliest date the officer began serving the Morgan Stanley Funds. Each officer serves an indefinite term, until his or her successor is elected.

Adviser and Administrator

Morgan Stanley Investment Management Inc.
522 Fifth Avenue
New York, New York 10036

Sub-Adviser

Morgan Stanley Investment Management Company
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16-01 Capital Square, Singapore 049481

Distributor

Morgan Stanley Distribution, Inc.
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New York, New York 10036

Dividend Disbursing and Transfer Agent

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Quincy, Massachusetts 02169

Custodian

State Street Bank and Trust Company
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Boston, Massachusetts 02111

Legal Counsel

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1095 Avenue of the Americas
New York, New York 10036

Counsel to the Independent Directors

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22nd Floor
New York, New York 10036

Independent Registered Public Accounting Firm

Ernst & Young LLP
200 Clarendon Street
Boston, Massachusetts 02116

Reporting to Shareholders

Each Morgan Stanley fund provides a complete schedule of portfolio holdings in its Semi-Annual and the Annual Reports within 60 days of the end of the fund's second and fourth fiscal quarters. The Semi-Annual and Annual Reports are filed electronically with the Securities and Exchange Commission ("SEC") on Form N-CSRS and Form N-CSR, respectively. Morgan Stanley also delivers the Semi-Annual and Annual Reports to fund shareholders and makes these reports available on its public website, www.morganstanley.com/im/shareholderreports. Each Morgan Stanley non-money market fund also files a complete schedule of portfolio holdings with the SEC for the fund's first and third fiscal quarters as an attachment to Form N-PORT. Morgan Stanley does not deliver the reports for the first and third fiscal quarters to shareholders, but makes the complete schedule of portfolio holdings for the fund's first and third fiscal quarters available on its public website. The holdings for each money market fund are also posted to the Morgan Stanley public website. You may obtain the Form N-PORT filings (as well as the Form N-CSR and N-CSRS filings) by accessing the SEC's website, www.sec.gov. You can also request copies of these materials, upon payment of a duplicating fee, by electronic request at the SEC's email address (publicinfo@sec.gov).

Proxy Voting Policies and Procedures and Proxy Voting Record

You may obtain a copy of the Company's Proxy Voting Policy and Procedures and information regarding how the Company voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30, without charge, upon request, by calling toll free 1 (800) 548-7786 or by visiting our website at www.morganstanley.com/im/shareholderreports. This information is also available on the SEC's website at www.sec.gov.

This report is authorized for distribution only when preceded or accompanied by a prospectus or summary prospectus of the applicable fund of Morgan Stanley Institutional Fund, Inc., which describes in detail the fund's investment policies, risks, fees and expenses. Please read the prospectus carefully before you invest or send money. For additional information, including information regarding the investments comprising the Fund, please visit our website at www.morganstanley.com/im/shareholderreports or call toll free 1 (800) 548-7786.

Householding Notice

To reduce printing and mailing costs, the Fund attempts to eliminate duplicate mailings to the same address. The Fund delivers a single copy of certain shareholder documents, including shareholder reports, prospectuses and proxy materials, to investors with the same last name who reside at the same address. Your participation in this program will continue for an unlimited period of time unless you instruct us otherwise. You can request multiple copies of these documents by calling (800) 548-7786, 8:00 a.m. to 6:00 p.m., ET. Once our Customer Service Center has received your instructions, we will begin sending individual copies for each account within 30 days.

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Morgan Stanley Investment Management Inc.
522 Fifth Avenue
New York, New York 10036

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Morgan Stanley

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