

Morgan Stanley

Growth Portfolio

The Fund is intended to be a funding vehicle for variable annuity contracts and variable life insurance policies offered by the separate accounts of certain life insurance companies.

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June 30, 2024 (unaudited)

Consolidated Portfolio of Investments

Growth Portfolio

	Shares	Value (000)
Common Stocks (90.5%)		
Automobiles (5.9%)		
Rivian Automotive, Inc., Class A (a)	81,386	\$ 1,092
Tesla, Inc. (a)	137,413	27,191
		28,283
Biotechnology (1.3%)		
ProKidney Corp. (a)(b)	392,312	965
Roivant Sciences Ltd. (a)	497,313	5,257
		6,222
Broadline Retail (5.4%)		
Global-e Online Ltd. (Israel) (a)	313,722	11,379
MercadoLibre, Inc. (a)	8,896	14,619
		25,998
Capital Markets (2.4%)		
Coinbase Global, Inc., Class A (a)	19,255	4,279
Intercontinental Exchange, Inc.	52,849	7,234
		11,513
Electronic Equipment, Instruments & Components (0.0%)		
Magic Leap, Inc., Class A (a)(c)(d) (acquisition cost — \$1,526; acquired 12/22/15)	3,138	—
Entertainment (4.9%)		
ROBLOX Corp., Class A (a)	636,375	23,679
Financial Services (8.3%)		
Adyen NV (Netherlands) (a)	14,398	17,100
Affirm Holdings, Inc. (a)	754,175	22,784
		39,884
Ground Transportation (3.7%)		
Uber Technologies, Inc. (a)	245,797	17,864
Health Care Providers & Services (1.6%)		
Agilon Health, Inc. (a)	1,201,613	7,859
Health Care Technology (0.6%)		
Doximity, Inc., Class A (a)	107,299	3,001
Hotels, Restaurants & Leisure (11.7%)		
Airbnb, Inc., Class A (a)	150,984	22,894
DoorDash, Inc., Class A (a)	310,574	33,784
		56,678
Information Technology Services (19.1%)		
Cloudflare, Inc., Class A (a)	485,897	40,247
Shopify, Inc., Class A (Canada) (a)	438,679	28,975
Snowflake, Inc., Class A (a)	171,323	23,144
		92,366
Leisure Products (0.3%)		
Peloton Interactive, Inc., Class A (a)	457,641	1,547
Life Sciences Tools & Services (0.3%)		
10X Genomics, Inc., Class A (a)	72,937	1,419
Media (7.5%)		
Trade Desk, Inc., Class A (a)	369,224	36,062

	Shares	Value (000)
Pharmaceuticals (4.6%)		
Royalty Pharma PLC, Class A	838,740	\$ 22,118
Software (7.8%)		
Aurora Innovation, Inc. (a)	1,754,598	4,860
Bill Holdings, Inc. (a)	128,779	6,776
MicroStrategy, Inc., Class A (a)	11,313	15,584
Samsara, Inc., Class A (a)	306,250	10,321
		37,541
Specialized REITs (1.0%)		
American Tower Corp. REIT	24,391	4,741
Specialty Retail (4.1%)		
Carvana Co. (a)	152,527	19,633
Total Common Stocks (Cost \$426,629)		436,408
Preferred Stocks (2.5%)		
Financial Services (0.3%)		
Stripe, Inc., Series I (a)(c)(d) (acquisition cost — \$1,061; acquired 3/17/23)	52,681	1,351
Software (2.2%)		
Databricks, Inc., Series H (a)(c)(d) (acquisition cost — \$8,310; acquired 8/31/21)	113,088	8,162
Databricks, Inc., Series I (a)(c)(d) (acquisition cost — \$2,242; acquired 9/15/23)	30,506	2,202
Lookout, Inc., Series F (a)(c)(d) (acquisition cost — \$1,618; acquired 6/17/14)	141,612	351
		10,715
Total Preferred Stocks (Cost \$13,231)		12,066
Investment Company (2.5%)		
iShares Bitcoin Trust (a) (Cost \$13,615)	351,849	12,012
Short-Term Investments (4.7%)		
Investment Company (4.7%)		
Morgan Stanley Institutional Liquidity Funds — Treasury Securities Portfolio — Institutional Class, 5.14% (See Note H) (Cost \$22,557)	22,557,354	22,557
Securities held as Collateral on Loaned Securities (0.0%)‡		
Investment Company (0.0%)‡		
Morgan Stanley Institutional Liquidity Funds — Treasury Securities Portfolio — Institutional Class, 5.14% (See Note H)	5,085	5

June 30, 2024 (unaudited)

Consolidated Portfolio of Investments (cont'd)

Growth Portfolio

	Face Amount (000)	Value (000)
Repurchase Agreements (0.0%)‡		
Merrill Lynch & Co., Inc., (5.32%, dated 6/28/24, due 7/1/24; proceeds \$1; fully collateralized by a U.S. Government obligation; 0.63% due 11/30/27; valued at \$1)	\$ 1	\$ 1
Merrill Lynch & Co., Inc., (5.25%, dated 6/28/24, due 7/1/24; proceeds \$1; fully collateralized by a U.S. Government obligation; 0.63% due 11/30/27; valued at \$1)	1	1
		2
Total Securities held as Collateral on Loaned Securities (Cost \$7)		7
Total Short-Term Investments (Cost \$22,564)		22,564
Total Investments Excluding Purchased Options (100.2%) (Cost \$476,039)		483,050
Total Purchased Options Outstanding (0.1%) (Cost \$1,487)		476
Total Investments (100.3%) (Cost \$477,526) including \$6 of Securities Loaned (e)(f)(g)		483,526
Liabilities in Excess of Other Assets (-0.3%)		(1,397)
Net Assets (100.0%)		\$482,129

‡ Amount is less than 0.05%.

(a) Non-income producing security.

(b) All or a portion of this security was on loan at June 30, 2024.

- (c) Security cannot be offered for public resale without first being registered under the Securities Act of 1933 and related rules ("restricted security"). Acquisition date represents the day on which an enforceable right to acquire such security is obtained and is presented along with related cost in the security description. The Fund has registration rights for certain restricted securities. Any costs related to such registration are borne by the issuer. The aggregate value of restricted securities (excluding 144A holdings) at June 30, 2024 amounts to approximately \$12,066,000 and represents 2.5% of net assets.
- (d) At June 30, 2024, the Fund held fair valued securities at approximately \$12,066,000, representing 2.5% of net assets. These securities have been fair valued using significant unobservable inputs as determined in good faith under procedures established by and under the general supervision of the Company's (as defined herein) Directors.
- (e) The approximate fair value and percentage of net assets, \$17,100,000 and 3.5%, 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 Consolidated Financial Statements.
- (f) Securities are available for collateral in connection with purchased options.
- (g) At June 30, 2024, the aggregate cost for federal income tax purposes approximates the aggregate cost for book purposes. The aggregate gross unrealized appreciation is approximately \$101,625,000 and the aggregate gross unrealized depreciation is approximately \$95,625,000, resulting in net unrealized appreciation of approximately \$6,000,000.
- REIT Real Estate Investment Trust.

Call Options Purchased:

The Fund had the following call options purchased open at June 30, 2024:

Counterparty	Description	Strike Price	Expiration Date	Number of Contracts	Notional Amount (000)	Value (000)	Premiums Paid (000)	Unrealized Depreciation (000)
Goldman Sachs International	USD/CNH	CNH 7.68	Jan-25	127,446,620	\$127,447	\$208	\$ 482	\$ (274)
JPMorgan Chase Bank NA	USD/CNH	CNH 7.78	Mar-25	125,342,522	125,343	264	532	(268)
JPMorgan Chase Bank NA	USD/CNH	CNH 7.79	Aug-24	114,161,744	114,162	4	473	(469)
						<u>\$476</u>	<u>\$1,487</u>	<u>\$(1,011)</u>

CNH — Chinese Yuan Renminbi Offshore

USD — United States Dollar

June 30, 2024 (unaudited)

Consolidated Portfolio of Investments (cont'd)

Growth Portfolio

Portfolio Composition*

Classification	Percentage of Total Investments
Other**	32.0%
Information Technology Services	19.1
Hotels, Restaurants & Leisure	11.7
Software	10.0
Financial Services	8.5
Media	7.5
Automobiles	5.8
Broadline Retail	5.4
Total Investments	<u>100.0%</u>

* Percentages indicated are based upon total investments (excluding Securities held as Collateral on Loaned Securities) as of June 30, 2024.

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

June 30, 2024 (unaudited)

Growth Portfolio

Consolidated Statement of Assets and Liabilities

June 30, 2024
(000)**Assets:**

Investments in Securities of Unaffiliated Issuers, at Value ⁽¹⁾ (Cost \$454,964)	\$ 460,964
Investment in Security of Affiliated Issuer, at Value (Cost \$22,562)	22,562
Total Investments in Securities, at Value (Cost \$477,526)	483,526
Foreign Currency, at Value (Cost \$1)	1
Receivable for Investments Sold	346
Receivable from Affiliate	111
Receivable for Fund Shares Sold	56
Dividends Receivable	40
Receivable from Securities Lending Income	1
Other Assets	40
Total Assets	484,121

Liabilities:

Due to Broker	930
Payable for Advisory Fees	338
Payable for Fund Shares Redeemed	325
Payable for Servicing Fees	209
Payable for Professional Fees	49
Payable for Distribution Fees — Class II Shares	41
Payable for Administration Fees	31
Payable for Directors' Fees and Expenses	10
Payable for Custodian Fees	8
Collateral on Securities Loaned, at Value	7
Payable for Transfer Agency Fees	2
Other Liabilities	42
Total Liabilities	1,992

NET ASSETS \$ 482,129**Net Assets Consist of:**

Paid-in-Capital	\$ 648,269
Total Accumulated Loss	(166,140)

Net Assets \$ 482,129**CLASS I:****Net Assets** \$ 279,203**Net Asset Value, Offering and Redemption Price Per Share** Applicable to 20,726,319 Outstanding

\$0.001 Par Value Shares (Authorized 500,000,000 Shares) \$ 13.47

CLASS II:**Net Assets** \$ 202,926**Net Asset Value, Offering and Redemption Price Per Share** Applicable to 19,880,197 Outstanding

\$0.001 Par Value Shares (Authorized 500,000,000 Shares) \$ 10.21

⁽¹⁾ **Including:**

Securities on Loan, at Value:	\$ 6
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June 30, 2024 (unaudited)

Growth Portfolio

Consolidated Statement of Operations

Six Months Ended
June 30, 2024
(000)

Investment Income:	
Dividends from Security of Affiliated Issuer (Note H)	\$ 382
Dividends from Securities of Unaffiliated Issuers	366
Income from Securities Loaned — Net	12
Total Investment Income	760
Expenses:	
Advisory Fees (Note B)	1,239
Servicing Fees (Note D)	342
Distribution Fees — Class II Shares (Note E)	260
Administration Fees (Note C)	198
Professional Fees	88
Shareholder Reporting Fees	15
Custodian Fees (Note G)	13
Transfer Agency Fees (Note F)	8
Directors' Fees and Expenses	3
Pricing Fees	2
Other Expenses	18
Total Expenses	2,186
Waiver of Advisory Fees (Note B)	(515)
Rebate from Morgan Stanley Affiliate (Note H)	(14)
Net Expenses	1,657
Net Investment Loss	(897)
Realized Gain:	
Investments Sold	8,857
Foreign Currency Translation	2
Net Realized Gain	8,859
Change in Unrealized Appreciation (Depreciation):	
Investments	(3,911)
Foreign Currency Translation	—@
Net Change in Unrealized Appreciation (Depreciation)	(3,911)
Net Realized Gain and Change in Unrealized Appreciation (Depreciation)	4,948
Net Increase in Net Assets Resulting from Operations	\$ 4,051

@ Amount is less than \$500.

June 30, 2024

Growth Portfolio

Consolidated Statements of Changes in Net Assets	Six Months Ended June 30, 2024 (unaudited) (000)	Year Ended December 31, 2023 (000)
Increase (Decrease) in Net Assets:		
Operations:		
Net Investment Loss	\$ (897)	\$ (1,746)
Net Realized Gain (Loss)	8,859	(86,942)
Net Change in Unrealized Appreciation (Depreciation)	(3,911)	265,794
Net Increase in Net Assets Resulting from Operations	4,051	177,106
Capital Share Transactions:⁽¹⁾		
Class I:		
Subscribed	6,442	16,451
Redeemed	(26,342)	(41,851)
Class II:		
Subscribed	8,470	66,212
Redeemed	(25,247)	(77,778)
Net Decrease in Net Assets Resulting from Capital Share Transactions	(36,677)	(36,966)
Total Increase (Decrease) in Net Assets	(32,626)	140,140
Net Assets:		
Beginning of Period	514,755	374,615
End of Period	\$482,129	\$514,755
⁽¹⁾ Capital Share Transactions:		
Class I:		
Shares Subscribed	477	1,494
Shares Redeemed	(1,983)	(3,791)
Net Decrease in Class I Shares Outstanding	(1,506)	(2,297)
Class II:		
Shares Subscribed	840	8,023
Shares Redeemed	(2,480)	(9,129)
Net Decrease in Class II Shares Outstanding	(1,640)	(1,106)

June 30, 2024

Consolidated Financial Highlights

Growth Portfolio

Selected Per Share Data and Ratios	Class I					
	Six Months Ended	Year Ended December 31,				
	June 30, 2024 (unaudited)	2023	2022	2021	2020 ⁽¹⁾	2019 ⁽¹⁾
Net Asset Value, Beginning of Period	\$13.35	\$8.98	\$53.72	\$70.24	\$35.80	\$28.62
Income (Loss) from Investment Operations:						
Net Investment Loss ⁽²⁾	(0.02)	(0.03)	(0.07)	(0.35)	(0.28)	(0.14)
Net Realized and Unrealized Gain (Loss)	0.14	4.40	(30.00)	2.53	40.32	9.23
Total from Investment Operations	0.12	4.37	(30.07)	2.18	40.04	9.09
Distributions from and/or in Excess of:						
Net Realized Gain	—	—	(14.67)	(18.70)	(5.60)	(1.91)
Net Asset Value, End of Period	\$13.47	\$13.35	\$8.98	\$53.72	\$70.24	\$35.80
Total Return⁽³⁾	0.90% ⁽⁴⁾	48.66% ⁽⁵⁾	(60.07)%	0.10%	117.31%	31.81%
Ratios to Average Net Assets and Supplemental Data:						
Net Assets, End of Period (Thousands)	\$279,203	\$296,798	\$220,167	\$645,473	\$737,155	\$386,720
Ratio of Expenses Before Expense Limitation	0.78% ⁽⁶⁾	0.78%	0.78%	0.74%	0.74%	0.78%
Ratio of Expenses After Expense Limitation	0.56% ⁽⁶⁾⁽⁷⁾	0.56% ⁽⁷⁾	0.57% ⁽⁷⁾	0.57% ⁽⁷⁾	0.56% ⁽⁷⁾	0.61% ⁽⁷⁾⁽⁸⁾
Ratio of Net Investment Loss	(0.26)% ⁽⁶⁾⁽⁷⁾	(0.28)% ⁽⁷⁾	(0.39)% ⁽⁷⁾	(0.52)% ⁽⁷⁾	(0.55)% ⁽⁷⁾	(0.41)% ⁽⁷⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.01% ⁽⁶⁾	0.01%	0.00% ⁽⁹⁾	0.00% ⁽⁹⁾	0.01%	0.01%
Portfolio Turnover Rate	18% ⁽⁴⁾	33%	41%	59%	55%	95%

(1) Not consolidated.

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

(3) Calculated based on the net asset value as of the last business day of the period. Performance does not reflect fees and expenses imposed by your insurance company's separate account. If performance information included the effect of these additional charges, the total return would be lower.

(4) Not annualized.

(5) Reflects prior period transfer agency fees that were reimbursed in 2023. The amount of the reimbursement was immaterial on a per share basis and the impact was less than 0.005% to the total return of Class I shares.

(6) Annualized.

(7) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment 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."

(8) Effective April 29, 2019, the Adviser has agreed to limit the ratio of expenses to average net assets to the maximum ratio of 0.57% for Class I shares. Prior to April 29, 2019, the maximum ratio was 0.80% for Class I shares.

(9) Amount is less than 0.005%.

June 30, 2024

Consolidated Financial Highlights

Growth Portfolio

Selected Per Share Data and Ratios	Class II					
	Six Months Ended	Year Ended December 31,				
	June 30, 2024 (unaudited)	2023	2022	2021	2020 ⁽¹⁾	2019 ⁽¹⁾
Net Asset Value, Beginning of Period	\$10.13	\$6.83	\$48.42	\$65.09	\$33.51	\$26.95
Income (Loss) from Investment Operations:						
Net Investment Loss ⁽²⁾	(0.03)	(0.04)	(0.09)	(0.46)	(0.38)	(0.21)
Net Realized and Unrealized Gain (Loss)	0.11	3.34	(26.83)	2.49	37.56	8.68
Total from Investment Operations	0.08	3.30	(26.92)	2.03	37.18	8.47
Distributions from and/or in Excess of:						
Net Realized Gain	—	—	(14.67)	(18.70)	(5.60)	(1.91)
Net Asset Value, End of Period	\$10.21	\$10.13	\$6.83	\$48.42	\$65.09	\$33.51
Total Return⁽³⁾	0.79% ⁽⁴⁾	48.32% ⁽⁵⁾	(60.16)%	(0.15)%	116.76%	31.47%
Ratios to Average Net Assets and Supplemental Data:						
Net Assets, End of Period (Thousands)	\$202,926	\$217,957	\$154,448	\$359,607	\$388,580	\$213,760
Ratio of Expenses Before Expense Limitation	1.03% ⁽⁶⁾	1.03%	1.03%	0.99%	0.99%	1.03%
Ratio of Expenses After Expense Limitation	0.81% ⁽⁶⁾⁽⁷⁾	0.81% ⁽⁷⁾	0.82% ⁽⁷⁾	0.82% ⁽⁷⁾	0.81% ⁽⁷⁾	0.86% ⁽⁷⁾⁽⁸⁾
Ratio of Net Investment Loss	(0.51)% ⁽⁶⁾⁽⁷⁾	(0.53)% ⁽⁷⁾	(0.64)% ⁽⁷⁾	(0.77)% ⁽⁷⁾	(0.80)% ⁽⁷⁾	(0.66)% ⁽⁷⁾
Ratio of Rebate from Morgan Stanley Affiliates	0.01% ⁽⁶⁾	0.01%	0.00% ⁽⁹⁾	0.00% ⁽⁹⁾	0.01%	0.01%
Portfolio Turnover Rate	18% ⁽⁴⁾	33%	41%	59%	55%	95%

(1) Not consolidated.

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

(3) Calculated based on the net asset value as of the last business day of the period. Performance does not reflect fees and expenses imposed by your insurance company's separate account. If performance information included the effect of these additional charges, the total return would be lower.

(4) Not annualized.

(5) Reflects prior period transfer agency fees that were reimbursed in 2023. The amount of the reimbursement was immaterial on a per share basis and the impact was less than 0.005% to the total return of Class II shares.

(6) Annualized.

(7) The Ratio of Expenses After Expense Limitation and Ratio of Net Investment 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."

(8) Effective April 29, 2019, the Adviser has agreed to limit the ratio of expenses to average net assets to the maximum ratio of 0.82% for Class II shares. Prior to April 29, 2019, the maximum ratio was 1.05% for Class II shares.

(9) Amount is less than 0.005%.

Notes to Consolidated Financial Statements

Morgan Stanley Variable Insurance 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 eight 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 Accounting Standards Codification (“ASC”) Topic 946. In the preparation of these financial statements, management has evaluated subsequent events occurring after the date of the Fund’s Consolidated Statement of Assets and Liabilities through the date that the financial statements were issued.

The accompanying consolidated financial statements relates to the Growth Portfolio. The Fund seeks long-term capital appreciation by investing primarily in growth-oriented equity securities of large capitalization companies. The Fund has issued two classes of shares — Class I and Class II. Both classes of shares have identical voting rights (except that shareholders of a Class have exclusive voting rights regarding any matter relating solely to that Class of shares), dividend, liquidation and other rights.

The Company is intended to be a funding vehicle for variable annuity contracts and variable life insurance policies offered by the separate accounts of certain life insurance companies.

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 consolidated financial statements. GAAP may require management to make estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. Actual results may differ from those estimates.

The Fund may invest up to 25% of its total assets in a wholly-owned subsidiary of the Fund organized as a company under the laws of the Cayman Islands, VIF Growth Cayman Portfolio, Ltd. (the “Subsidiary”). The Subsidiary may invest in bitcoin indirectly through cash settled futures or indirectly through investments in pooled investment vehicles and exchange-traded products that invest in bitcoin (“bitcoin ETFs”). The Fund is the sole shareholder of the Subsidiary, and it is not currently expected that shares of the Subsidiary will be sold or offered to other investors. The consolidated portfolio of investments and consolidated financial statements include the positions and accounts of the Fund and the Subsidiary. All intercompany accounts and transactions of the Fund and the Subsidiary have been eliminated in consolidation and all accounting policies of the Subsidiary are consistent with those of the Fund. As of June 30, 2024, the

Subsidiary represented approximately \$12,010,000 or approximately 2.49% of the net assets of the Fund.

Investments in the Subsidiary are expected to provide the Fund with exposure to bitcoin within the limitations of Subchapter M of the Code and recent Internal Revenue Service (“IRS”) revenue rulings, which require that a mutual fund receive no more than ten percent of its gross income from such investments in order to receive favorable tax treatment as a regulated investment company (“RIC”). Tax treatment of the income received from the Subsidiary may potentially be affected by changes in legislation, regulations or other legally binding authority, which could affect the character, timing and amount of the Fund’s taxable income and distributions. If such changes occur, the Fund may need to significantly change its investment strategy and recognize unrealized gains in order to remain qualified for taxation as a RIC, which could adversely affect the Fund.

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/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/dealers; (3) listed options are valued at the last reported sales price on the exchange on which they are listed (or at the exchange official closing price if such exchange reports an official closing price). If

Notes to Consolidated Financial Statements (cont'd)

an official closing price or last reported sales price is unavailable, the listed option should be fair valued at the mean between its latest bid and ask prices. Unlisted options are valued at the mean between their latest bid and ask prices from a reputable broker/dealer or valued by a pricing service/vendor; (4) fixed income 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. If Morgan Stanley Investment Management Inc. (the "Adviser"), a wholly-owned subsidiary of Morgan Stanley, determines that the price provided by the outside pricing service/vendor does not reflect the security's fair value or is unable to provide a price, prices from reputable brokers/dealers may also be utilized. In these circumstances, the value of the security will be the mean of bid and asked prices obtained from reputable brokers/dealers; (5) when market quotations are not readily available, as defined by Rule 2a-5 under the Act, including circumstances under which the 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 approved by and under the general supervision of the Directors. Each business day, the Fund uses a third-party pricing service approved by the Directors to assist with the valuation of foreign equity securities. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities to more accurately reflect their fair value as of the close of regular trading on the NYSE; (6) foreign exchange transactions ("spot contracts") and foreign exchange forward contracts ("forward contracts") are valued daily using an independent pricing vendor at the spot and forward rates, respectively, as of the close of the NYSE; and (7) 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.

In connection with Rule 2a-5 of the Act, the Directors have designated the Company's Adviser as its valuation designee. The valuation designee has responsibility for 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, as

valuation designee, 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") ASC 820, "Fair Value Measurement" ("ASC 820"), defines fair value as the price that would be received to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. 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.

June 30, 2024 (unaudited)

Notes to Consolidated Financial Statements (cont'd)

The following is a summary of the inputs used to value the Fund's investments as of June 30, 2024:

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				
Automobiles	\$ 28,283	\$ —	\$ —	\$ 28,283
Biotechnology	6,222	—	—	6,222
Broadline Retail	25,998	—	—	25,998
Capital Markets	11,513	—	—	11,513
Electronic Equipment, Instruments & Components	—	—	—†	—†
Entertainment	23,679	—	—	23,679
Financial Services	22,784	17,100	—	39,884
Ground Transportation	17,864	—	—	17,864
Health Care Providers & Services	7,859	—	—	7,859
Health Care Technology	3,001	—	—	3,001
Hotels, Restaurants & Leisure	56,678	—	—	56,678
Information Technology Services	92,366	—	—	92,366
Leisure Products	1,547	—	—	1,547
Life Sciences Tools & Services	1,419	—	—	1,419
Media	36,062	—	—	36,062
Pharmaceuticals	22,118	—	—	22,118
Software	37,541	—	—	37,541
Specialized REITs	4,741	—	—	4,741
Specialty Retail	19,633	—	—	19,633
Total Common Stocks	419,308	17,100	—†	436,408†
Preferred Stocks				
Financial Services	—	—	1,351	1,351
Software	—	—	10,715	10,715
Total Preferred Stocks	—	—	12,066	12,066

Investment Type	Level 1 Unadjusted quoted prices (000)	Level 2 Other significant observable inputs (000)	Level 3 Significant unobservable inputs (000)	Total (000)
Investment Company	\$ 12,012	\$ —	\$ —	\$ 12,012
Call Options Purchased	—	476	—	476
Short-Term Investments				
Investment Company	22,562	—	—	22,562
Repurchase Agreements	—	2	—	2
Total Short-Term Investments	22,562	2	—	22,564
Total Assets	\$453,882	\$17,578	\$12,066†	\$483,526†

† Includes one or more securities valued at zero.

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

Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	Common Stock (000)	Preferred Stocks (000)
Beginning Balance	\$—†	\$11,749
Purchases	—	—
Sales	—	—
Transfers in	—	—
Transfers out	—	—
Corporate actions	—	—
Change in unrealized appreciation (depreciation)	—	317
Realized gains (losses)	—	—
Ending Balance	\$—†	\$12,066
Net change in unrealized appreciation (depreciation) from investments still held as of June 30, 2024	\$—	\$ 317

† Includes a security valued at zero.

Notes to Consolidated Financial Statements (cont'd)

The following table presents additional information about valuation techniques and inputs used for investments that are measured at fair value and categorized within Level 3 as of June 30, 2024. Various valuation techniques were used in the valuation of certain investments and weighted based on the level of significance. The Fund calculated the weighted averages of the unobservable inputs relative to each investment's fair value as of June 30, 2024:

	Fair Value at June 30, 2024 (000)	Valuation Technique	Unobservable Input	Amount or Range/ Weighted Average*	Impact to Valuation from an Increase in Input**
Preferred Stocks	\$12,066	Market Transaction Method	Precedent Transaction	\$26.00–\$65.00/\$60.50	Increase
			Discounted Cash Flow	Weighted Average Cost of Capital	14.0%–17.5%/15.0%
		Market Comparable Companies		Perpetual Growth Rate	3.0%–4.0%/3.5%
			Enterprise Value/ Revenue	1.4x–21.9x/13.5x	Increase
				Discount for Lack of Marketability	9.0%–11.0%/10.9%
		Comparable Transactions	Enterprise Value/ Revenue	8.5x	Increase

* Amount is indicative of the weighted average.

** Represents the expected directional change in the fair value of the Level 3 investments that would result from an increase in the corresponding input. A decrease to the unobservable input would have the opposite effect. Significant changes in these inputs could result in significantly higher or lower fair value measurements.

3. Repurchase Agreements: The Fund may enter into repurchase agreements under which the Fund lends cash and takes possession of securities with an agreement that the counterparty will repurchase such securities. In connection with transactions in repurchase agreements, a bank as custodian for the Fund takes possession of the underlying securities which are held as collateral, with a market value at least equal to the amount of the repurchase transaction, including principal and accrued interest. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to determine that the value of the collateral does not decrease below the repurchase price plus accrued interest as earned. If such a decrease occurs, additional collateral will be requested and, when received, will be added to the account to maintain full collateralization. In the event of default on the obligation to repurchase, the Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. In the event of default or bankruptcy by the counterparty to the agreement, realization of the collateral proceeds may be subject to cost and delays. The Fund, along with other affiliated investment companies, may utilize a joint trading account for the purpose of entering into repurchase agreements.

4. 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.

Notes to Consolidated Financial Statements (cont'd)

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 Consolidated 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 certain circumstances in some countries, and the extent of foreign investments in U.S. 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 Consolidated 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.

- 5. Derivatives:** The Fund may, but is not required to, use derivative instruments for a variety of purposes, including hedging, risk management, portfolio management or to earn income. Derivatives are financial instruments whose value is based, in part, on the value of an underlying asset, interest rate, index or financial instrument. Prevailing interest rates and volatility levels, among other things, also affect the value of derivative instruments. A derivative instrument often has risks similar to its underlying asset and may have additional risks, including imperfect correlation between the value of the derivative and the underlying asset, risks of default by the counterparty to certain transactions, magnification of losses incurred due to changes in the market value of the securities, instruments, indices or interest rates to which the derivative

instrument relates, risks that the transactions may not be liquid, risks arising from margin and payment requirements, risks arising from mispricing or valuation complexity and operational and legal risks. The use of derivatives involves risks that are different from, and possibly greater than, the risks associated with other portfolio investments. Derivatives may involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other portfolio investments. All of the Fund's holdings, including derivative instruments, are marked-to-market each day with the change in value reflected in unrealized appreciation (depreciation). Upon disposition, a realized gain or loss is recognized.

Certain derivative transactions may give rise to a form of leverage. Leverage magnifies the potential for gain and the risk of loss. Leverage associated with derivative transactions may cause the Fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or may cause the Fund to be more volatile than if the Fund had not been leveraged. Although the Adviser seeks to use derivatives to further the Fund's investment objectives, there is no assurance that the use of derivatives will achieve this result.

Following is a description of the derivative instruments and techniques that the Fund used during the period and their associated risks:

Options: With respect to options, the Fund is subject to equity risk, interest rate risk and foreign currency exchange risk in the normal course of pursuing its investment objectives. If the Fund buys an option, it buys a legal contract giving it the right to buy or sell a specific amount of the underlying instrument or foreign currency, or futures contract on the underlying instrument or foreign currency, at an agreed-upon price during a period of time or on a specified date typically in exchange for premiums paid by the Fund. The Fund may purchase and/or sell put and call options. Purchasing call options tends to increase the Fund's exposure to the underlying (or similar) instrument. Purchasing put options tends to decrease the Fund's exposure to the underlying (or similar) instrument. When entering into purchased option contracts, the Fund bears the risk of interest or exchange rates or securities prices moving unexpectedly, in which case, the Fund may not achieve the anticipated benefits of the purchased option contracts; however the risk of loss is limited to the premium paid. Purchased options are reported as part of "Total Investments in Securities" in the Consolidated Statement of Assets and Liabilities. Premiums paid for purchasing options which expired are treated as

June 30, 2024 (unaudited)

Notes to Consolidated Financial Statements (cont'd)

realized losses. If the Fund sells an option, it sells to another party the right to buy from or sell to the Fund a specific amount of the underlying instrument or foreign currency, or futures contract on the underlying instrument or foreign currency, at an agreed-upon price during a period of time or on a specified date typically in exchange for a premium received by the Fund. When options are purchased OTC, the Fund bears the risk that the counterparty that wrote the option will be unable or unwilling to perform its obligations under the option contract. Options may also be illiquid and the Fund may have difficulty closing out its position. A decision as to whether, when and how to use options involves the exercise of skill and judgment and even a well-conceived option transaction may be unsuccessful because of market behavior or unexpected events. The prices of options can be highly volatile and the use of options can lower total returns.

FASB ASC 815, "Derivatives and Hedging" ("ASC 815"), is intended to improve financial reporting about derivative instruments by requiring enhanced disclosures to enable investors to better understand how and why the Fund uses derivative instruments, how these derivative instruments are accounted for and their effects on the Fund's financial position and results of operations.

The following table sets forth the fair value of the Fund's derivative contracts by primary risk exposure as of June 30, 2024:

Asset Derivatives Consolidated Statement of Assets and Liabilities Location		Primary Risk Exposure	Value (000)
Purchased Options	Investments, at Value (Purchased Options)	Currency Risk	\$476(a)

(a) Amounts are included in Investments in Securities in the Consolidated Statement of Assets and Liabilities.

The following tables set forth by primary risk exposure the Fund's realized gains (losses) and change in unrealized appreciation (depreciation) by type of derivative contract for the six months ended June 30, 2024 in accordance with ASC 815:

Realized Gain (Loss)		
Primary Risk Exposure	Derivative Type	Value (000)
Currency Risk	Investments (Purchased Options)	\$(855)(a)

(a) Amounts are included in Realized Gain (Loss) on Investments Sold in the Consolidated Statement of Operations.

Change in Unrealized Appreciation (Depreciation)		
Primary Risk Exposure	Derivative Type	Value (000)
Currency Risk	Investments (Purchased Options)	\$78(a)

(a) Amounts are included in Change in Unrealized Appreciation (Depreciation) on Investments in the Consolidated Statement of Operations.

At June 30, 2024, the Fund's derivative assets and liabilities are as follows:

Gross Amounts of Assets and Liabilities Presented in the Consolidated Statement of Assets and Liabilities		
Derivatives	Assets(b) (000)	Liabilities(b) (000)
Purchased Options	\$476(a)	\$—

(a) Amounts are included in Investments in Securities in the Consolidated Statement of Assets and Liabilities.

(b) Absent an event of default or early termination, OTC derivative assets and liabilities are presented gross and not offset in the Consolidated Statement of Assets and Liabilities.

The Fund typically enters into International Swaps and Derivatives Association, Inc. Master Agreements ("ISDA Master Agreements") or similar master agreements (collectively, "Master Agreements") with its contract counterparties for certain OTC derivatives in order to, among other things, reduce its credit risk to counterparties. ISDA Master Agreements include provisions for general obligations, representations, collateral and events of default or termination. Under an ISDA Master Agreement, the Fund typically may offset with the counterparty certain OTC derivative financial instruments' payables and/or receivables with collateral held and/or posted and create one single net payment (close-out netting) in the event of default, termination and/or potential deterioration in the credit quality of the counterparty. Various Master Agreements govern the terms of certain transactions with counterparties, including transactions such as swap, forward, repurchase and reverse repurchase agreements. These Master Agreements typically attempt to reduce the counterparty risk associated with such transactions by specifying credit protection mechanisms and providing standardization that improves legal certainty. Cross-termination provisions under Master Agreements typically provide that a default in connection with one transaction between the Fund and a counterparty gives the non-defaulting party the right to terminate any other transactions in place with the defaulting party to create one single net payment due to/due from the defaulting party and may be a feature in certain Master Agreements. In the event the Fund exercises its right to terminate a Master Agreement after a counterparty experiences a termination event as defined in the Master

June 30, 2024 (unaudited)

Notes to Consolidated Financial Statements (cont'd)

Agreement, the return of collateral with market value in excess of the Fund's net liability may be delayed or denied.

The following table presents derivative financial instruments that are subject to enforceable netting arrangements as of June 30, 2024:

Gross Amounts Not Offset in the Consolidated Statement of Assets and Liabilities

Counterparty	Gross Asset Derivatives Presented in the Consolidated Statement of Assets and Liabilities(a) (000)	Financial Instrument (000)	Collateral Received(b) (000)	Net Amount (not less than \$0) (000)
Goldman Sachs International	\$208	\$—	\$(208)	\$0
JPMorgan Chase Bank NA	268	—	(268)	0
Total	\$476	\$—	\$(476)	\$0

(a) Amounts are included in Investments in Securities in the Consolidated Statement of Assets and Liabilities.

(b) In some instances, the actual collateral received may be more than the amount shown here due to overcollateralization.

For the six months ended June 30, 2024, the approximate average monthly amount outstanding for each derivative type is as follows:

Purchased Options:

Average monthly notional amount 397,897,000

6. 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 Consolidated 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 June 30, 2024:

Gross Amount Not Offset in the Consolidated Statement of Assets and Liabilities

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

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

(b) The Fund received cash collateral of approximately \$7,000, which was subsequently invested in Repurchase Agreements and Morgan Stanley Institutional Liquidity Fund as reported in the Consolidated Portfolio of Investments.

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

FASB ASC 860, "Transfers & Servicing: Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures", is intended to provide increased transparency about the types of collateral pledged in securities lending transactions and other similar transactions that are accounted for as secured borrowings.

The following table displays a breakdown of transactions accounted for as secured borrowings, the gross obligations by class of collateral pledged and the remaining contractual maturity of those transactions as of June 30, 2024:

	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous (000)	<30 days (000)	30 & 90 days (000)	>90 Days (000)	Total (000)
Securities Lending Transactions					
Common Stocks	\$7	\$—	\$—	\$—	\$7
Total Borrowings	\$7	\$—	\$—	\$—	\$7
Gross amount of recognized liabilities for securities lending transactions					\$7

Notes to Consolidated Financial Statements (cont'd)

7. Restricted Securities: The Fund invests in unregistered or otherwise restricted securities. The term “restricted securities” refers to securities that are unregistered or are held by control persons of the issuer and securities that are subject to contractual restrictions on their resale. As a result, restricted securities may be more difficult to value and the Fund may have difficulty disposing of such assets either in a timely manner or for a reasonable price. In order to dispose of an unregistered security, the Fund, where it has contractual rights to do so, may have to cause such security to be registered. A considerable period may elapse between the time the decision is made to sell the security and the time the security is registered so that the Fund can sell it. Contractual restrictions on the resale of securities vary in length and scope and are generally the result of a negotiation between the issuer and the acquirer of the securities. The Fund would, in either case, bear market risks during that period. Restricted securities are identified in the Consolidated Portfolio of Investments.

8. Indemnifications: The Company enters into contracts that contain a variety of indemnification clauses. The Company’s maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

9. 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. Non-cash dividends received in the form of stock, if any, are recognized on the ex-dividend date and recorded as non-cash dividend income at fair value. Interest income is recognized on the accrual basis (except where collection is in doubt) net of applicable withholding taxes. 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) and realized and unrealized gains or losses are allocated to each class of shares based upon their relative net assets.

10. 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.

B. 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 \$1 billion	Next \$1 billion	Next \$1 billion	Over \$3 billion
0.50%	0.45%	0.40%	0.35%

For the six months ended June 30, 2024, the advisory fee rate (net of waiver/rebate) was equivalent to an annual effective rate of 0.29% 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 0.57% for Class I shares and 0.82% for Class II 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 six months ended June 30, 2024, approximately \$515,000 of advisory fees were waived pursuant to this arrangement.

The Adviser provides investment advisory services to the Subsidiary pursuant to the Subsidiary Investment Management Agreement (the “Agreement”). Under the Agreement, the Subsidiary will pay the Adviser at the end of each fiscal quarter, calculated by applying a quarterly rate, based on the annual rate of 0.05%, to the average daily net assets of the Subsidiary.

The Adviser has agreed to waive its advisory fees by the amount of advisory fees it receives from the Subsidiary.

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.

Notes to Consolidated Financial Statements (cont'd)

D. Servicing Fees: The Company accrues daily and pays quarterly a servicing fee of up to 0.17% of the average daily value of shares of the Fund held in an insurance company's account. Certain insurance companies have entered into a servicing agreement with the Company to provide administrative and other contract-owner related services on behalf of the Fund.

E. Distribution 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 Distributor of the Fund and provides the Fund's Class II shareholders with distribution services pursuant to a Distribution Plan (the "Plan") in accordance with Rule 12b-1 under the Act. Under the Plan, the Fund is authorized to pay the Distributor a distribution fee, which is accrued daily and paid monthly, at an annual rate of 0.25% of the Fund's average daily net assets attributable to Class II shares.

F. Dividend Disbursing and Transfer/Co-Transfer Agent:

The Company's dividend disbursing and transfer agent is SS&C Global Investor & Distribution Solutions, Inc. ("SS&C GIDS"). Pursuant to a Transfer Agency Agreement, the Company pays SS&C GIDS a fee based on the number of classes, accounts and transactions relating to the Funds of the Company.

Eaton Vance Management ("EVM"), an affiliate of Morgan Stanley, provides co-transfer agency and related services to the Fund pursuant to a Co-Transfer Agency Services Agreement. For the six months ended June 30, 2024, co-transfer agency fees and expenses incurred to EVM, included in "Transfer Agency Fees" in the Consolidated Statement of Operations, amounted to less than \$500.

G. 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.

H. Security Transactions and Transactions with Affiliates:

For the six months ended June 30, 2024, purchases and sales of investment securities for the Fund, other than long-term U.S. Government securities and short-term investments were approximately \$85,279,000 and \$133,453,000, respectively. There were no purchases and sales of long-term U.S. Government securities for the six months ended June 30, 2024.

The Fund invests in the Institutional Class of the Morgan Stanley Institutional Liquidity Funds — Treasury Securities

Portfolio (the "Liquidity Fund"), 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 Fund. For the six months ended June 30, 2024, advisory fees paid were reduced by approximately \$14,000 relating to the Fund's investment in the Liquidity Fund.

A summary of the Fund's transactions in shares of affiliated investments during the six months ended June 30, 2024 is as follows:

Affiliated Investment Company	Value December 31, 2023 (000)	Purchases at Cost (000)	Proceeds from Sales (000)	Dividend Income (000)
Liquidity Fund	\$12,335	\$84,612	\$74,385	\$382

Affiliated Investment Company (cont'd)	Realized Gain (Loss) (000)	Change in Unrealized Appreciation (Depreciation) (000)	Value June 30, 2024 (000)
Liquidity Fund	\$—	\$—	\$22,562

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 six months ended June 30, 2024, the Fund did not engage in any cross-trade transactions.

Each Director receives an annual retainer fee for serving as a Director of the Morgan Stanley Funds. The aggregate compensation paid to each Director is paid by the Morgan Stanley Funds, and is allocated on a pro rata basis among each of the operational funds of the Morgan Stanley Funds based on the relative net assets of each of the funds. The Company also reimburses such Directors for travel and other out-of-pocket expenses incurred by them in connection with attending such meetings.

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

Notes to Consolidated Financial Statements (cont'd)

investments are recorded with an offsetting increase/decrease in the deferred compensation obligation and do not affect the NAV of the Fund.

I. Federal Income Taxes: It is the Fund's intention to continue to qualify as a RIC and distribute all of its taxable and tax-exempt income. Accordingly, no provision for federal income taxes is required in the consolidated 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 consolidated 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 consolidated financial statements. If applicable, the Fund recognizes interest accrued related to unrecognized tax benefits in "Interest Expense" and penalties in "Other Expenses" in the Consolidated 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, 2023 remains subject to examination by taxing authorities.

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 2023 and 2022 was as follows:

2023 Distributions Paid From:		2022 Distributions Paid From:	
Ordinary Income (000)	Long-Term Capital Gain (000)	Ordinary Income (000)	Long-Term Capital Gain (000)
\$—	\$—	\$9,134	\$272,400

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.

Permanent differences, due to a net operating loss, resulted in the following reclassifications among the components of net assets at December 31, 2023:

Total Accumulated Loss (000)	Paid-in- Capital (000)
\$2,707	\$(2,707)

At December 31, 2023, the Fund had no distributable earnings on a tax basis.

At December 31, 2023, the Fund had available for federal income tax purposes unused short-term and long-term capital losses of approximately \$52,382,000 and \$114,871,000, respectively, that do not have an expiration date.

To the extent that capital loss carryforwards are used to offset any future capital gains realized, no capital gains tax liability will be incurred by the Fund for gains realized and not distributed. To the extent that capital gains are offset, such gains will not be distributed to the shareholders.

J. Credit Facility: The Company and other Morgan Stanley funds participated in a \$500,000,000 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 for any funds drawn will be based on the federal funds 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, which is allocated among participating funds based on relative net assets. During the six months ended June 30, 2024, the Fund did not have any borrowings under the Facility.

K. Other: At June 30, 2024, 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 84.4%.

L. Market Risk and Risks Relating to Certain Financial Instruments:

Bitcoin: The Fund may have exposure to cryptocurrencies indirectly through cash settled futures bitcoin exposure or indirectly through bitcoin ETFs. Cryptocurrencies (also referred to as "virtual currencies" and "digital currencies") are digital assets designed to act as a medium of exchange. Although cryptocurrency is an emerging asset class, there are thousands of cryptocurrencies, the most well-known of which is bitcoin. Cryptocurrency facilitates decentralized, peer-to-peer financial exchange and value storage that is used like money, without the oversight of a central authority or banks. The value of cryptocurrency is not backed by any government, corporation, or other identified body. Similar to fiat currencies (i.e., a

Notes to Consolidated Financial Statements (cont'd)

currency that is backed by a central bank or a national, supra-national or quasi-national organization), cryptocurrencies are susceptible to theft, loss and destruction. For example, the bitcoin held by bitcoin ETFs (and the Fund's indirect exposure to such bitcoin) is also susceptible to these risks. The value of the bitcoin ETFs investments in cryptocurrency is subject to fluctuations in the value of the cryptocurrency, which have been and may in the future be highly volatile and subject to sharp declines. The value of cryptocurrencies is determined by the supply and demand for cryptocurrency in the global market for the trading of cryptocurrency, which consists primarily of transactions on electronic exchanges. The price of bitcoin could drop precipitously (including to zero) for a variety of reasons, including, but not limited to, regulatory changes, a crisis of confidence, flaw or operational issue in the bitcoin network or a change in user preference to competing cryptocurrencies. The Bitcoin ETF exposure could result in substantial losses to the Fund.

Market: The value of an investment in the Fund is based on the values of the Fund's investments, which change due to economic and other events that affect markets generally, as well as those that affect particular regions, countries, industries, companies or governments. The risks associated with these developments may be magnified if certain social, political, economic and other conditions and events adversely interrupt the global economy and financial markets. Securities in the Fund's portfolio may underperform due to inflation (or expectations for inflation), interest rates, global demand for particular products or resources, natural disasters and extreme weather events, health emergencies (such as epidemics and pandemics), terrorism, regulatory events and governmental or quasi-governmental actions. The occurrence of global events similar to those in recent years, such as terrorist attacks around the world, natural disasters, health emergencies, social and political (including geopolitical) discord and tensions or debt crises and downgrades, among others, may result in market volatility and may have long term effects on both the U.S. and global financial markets. The occurrence of such events may be sudden and unexpected, and it is difficult to predict when similar events affecting the U.S. or global financial markets may occur, the effects that such events may have and the duration of those effects (which may last for extended periods). Any such event(s) could have a significant adverse impact on the value, liquidity and risk profile of the Fund's portfolio, as well as its ability to sell securities and/or meet redemptions. Any such event(s) or similar types of factors and

developments may also adversely affect the financial performance of the Fund's investments (and, in turn, the Fund's investment results) and/or negatively impact broad segments of businesses and populations and have a significant and rapid negative impact on the performance of the Fund's investments, and exacerbate preexisting risks to the Fund.

Investment Advisory Agreement Approval

Nature, Extent and Quality of Services

The Board reviewed and considered the nature and extent of the investment advisory services provided by the Adviser under the advisory agreement, including portfolio management, investment research and equity and fixed income securities trading. The Board also reviewed and considered the nature and extent of the non-advisory, administrative services provided by the Administrator under the administration agreement, including accounting, operations, clerical, bookkeeping, compliance, business management and planning, legal services and the provision of supplies, office space and utilities at the Adviser's expense. The Board also considered the Adviser's investment in personnel and infrastructure that benefits the Fund. (The Adviser and Administrator together are referred to as the "Adviser" and the advisory and administration agreements together are referred to as the "Management Agreement.") The Board also considered that the Adviser serves a variety of other investment advisory clients and has experience overseeing service providers. The Board also compared the nature of the services provided by the Adviser with similar services provided by non-affiliated advisers as prepared by Broadridge Financial Solutions, Inc. ("Broadridge").

The Board reviewed and considered the qualifications of the portfolio managers, the senior administrative managers and other key personnel of the Adviser who provide the advisory and administrative services to the Fund. The Board determined that the Adviser's portfolio managers and key personnel are well qualified by education and/or training and experience to perform the services in an efficient and professional manner. The Board concluded that the nature and extent of the advisory and administrative services provided were necessary and appropriate for the conduct of the business and investment activities of the Fund and supported its decision to approve the Management Agreement.

Performance, Fees and Expenses of the Fund

The Board reviewed the performance, fees and expenses of the Fund compared to its peers, as prepared by Broadridge, and to appropriate benchmarks where applicable. The Board discussed with the Adviser the performance goals and the actual results achieved in managing the Fund. When considering a fund's performance, the Board and the Adviser place emphasis on trends and longer-term returns (focusing on one-year, three-year and five-year performance, as of December 31, 2023, or since inception, as applicable). When a fund underperforms its benchmark and/or its peer group average, the Board and the Adviser discuss the causes of such underperformance and, where necessary, they discuss specific changes to investment strategy or investment personnel. The Board noted that the Fund's performance was better than its peer group average for the one-year period and below its peer group average for the three- and five-year periods. The Board discussed with the Adviser the level of the advisory and administration fees (together, the "management fee") for this Fund relative to comparable funds and/or other accounts advised by the Adviser and/or compared to its peers as prepared by Broadridge. In addition to the management fee, the Board also reviewed the Fund's total expense ratio. The Board noted that the Fund's management fee and total expense ratio were lower than its peer group averages. After discussion, the Board concluded that the Fund's (i) performance was acceptable; and (ii) management fee and total expense ratio were competitive with its peer group averages.

Economies of Scale

The Board considered the size and growth prospects of the Fund and how that relates to the Fund's total expense ratio and particularly the Fund's management fee rate, which includes breakpoints. In conjunction with its review of the Adviser's profitability, the Board discussed with the Adviser how a change in assets can affect the efficiency or effectiveness of managing the Fund and whether the management fee level is appropriate relative to current and projected asset levels and/or whether the management fee structure reflects economies of scale as asset levels change. The Board has determined that its review of the actual and/or potential economies of scale of the Fund supports its decision to approve the Management Agreement.

Profitability of the Adviser and Affiliates

The Board considered information concerning the costs incurred and profits realized by the Adviser and its affiliates during the last year from their relationship with the Fund and during the last two years from their relationship with the Morgan Stanley Fund Complex and reviewed with the Adviser the cost allocation methodology used to determine the profitability of the Adviser and affiliates. The Board has determined that its review of the analysis of the Adviser's expenses and profitability supports its decision to approve the Management Agreement.

Investment Advisory Agreement Approval (cont'd)

Other Benefits of the Relationship

The Board considered other direct and indirect benefits to the Adviser and/or its affiliates derived from their relationship with the Fund and other funds advised by the Adviser. These benefits may include, among other things, fees for trading, distribution and/or shareholder servicing and for transaction processing and reporting platforms used by securities lending agents, and research received by the Adviser generated from commission dollars spent on funds' portfolio trading. The Board reviewed with the Adviser these arrangements and the reasonableness of the Adviser's costs relative to the services performed. The Board has determined that its review of the other benefits received by the Adviser or its affiliates supports its decision to approve the Management Agreement.

Resources of the Adviser and Historical Relationship Between the Fund and the Adviser

The Board considered whether the Adviser is financially sound and has the resources necessary to perform its obligations under the Management Agreement. The Board also reviewed and considered the historical relationship between the Fund and the Adviser, including the organizational structure of the Adviser, the policies and procedures formulated and adopted by the Adviser for managing the Fund's operations and the Board's confidence in the competence and integrity of the senior managers and key personnel of the Adviser. The Board concluded that the Adviser has the financial resources necessary to fulfill its obligations under the Management Agreement and that it is beneficial for the Fund to continue its relationship with the Adviser.

Other Factors and Current Trends

The Board considered the controls and procedures adopted and implemented by the Adviser and monitored by the Fund's Chief Compliance Officer and concluded that the conduct of business by the Adviser indicates a good faith effort on its part to adhere to high ethical standards in the conduct of the Fund's business.

General Conclusion

After considering and weighing all of the above factors, with various written materials and verbal information presented by the Adviser, the Board concluded that it would be in the best interest of the Fund and its shareholders to approve renewal of the Management Agreement for another year. In reaching this conclusion the Board did not give particular weight to any single piece of information or factor referenced above. The Board considered these factors and information over the course of the year and in numerous meetings, some of which were in executive session with only the independent Board members and their counsel present. It is possible that individual Board members may have weighed these factors, and the information presented, differently in reaching their individual decisions to approve the Management Agreement.

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This report is not authorized for distribution to prospective investors in the Fund unless preceded or accompanied by an effective Prospectus. Read the Prospectus carefully before investing.