

MORGAN STANLEY
Form 4
August 17, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

2. Issuer Name and Ticker or Trading Symbol
CHINA AUTOMOTIVE SYSTEMS INC [CAAS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2018

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
See Remarks Below

NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, par value \$0.0001 per share | | | | | 2,804 | I | See Footnotes (1) (2) (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | | | | See Remarks Below |

Signatures

/s/ Dennine Bullard, Authorized Signatory
Date: 08/17/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Morgan Stanley and Mr. Hanlin Chen submitted a notice of withdrawal to the special committee of the board of directors of the Issuer on August 16, 2018, which notified the Issuer that such parties had determined to withdraw the preliminary non-binding proposal (the "Proposal") to acquire all outstanding shares of common stock of the Company not owned by the Mr. Hanlin Chen and his affiliates, including Wiselink Holdings Limited, a company controlled by Mr. Hanlin Chen, and Ms. Liping Xie, his wife, in a going-private transaction, with immediate effect.
- (2) Morgan Stanley may be deemed to beneficially own 2,804 shares of Common Stock (the "Reporting Units Shares") held by its operating units (collectively, the "MS Reporting Units"). In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by the MS Reporting Units of Morgan Stanley and its subsidiaries and affiliates (collectively, "MS Group"). This filing does not reflect securities, if any, beneficially owned by any affiliates or operating units of MS Group whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Release. Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by MS Group that it is the beneficial owner of any of such Reporting Units Shares beneficially owned by (i) any client accounts with respect to which the MS Reporting Units or (continued in footnote 3)
- (3) their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the MS Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the MS Reporting Units, for purposes of Section 16 of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Remarks:

Upon withdrawal of the Proposal, Morgan Stanley and Mr. Hanlin Chen have ceased to be considered members of a group for

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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