

October 21, 2009

The Universal Institutional Funds, Inc.

Supplement dated
October 21, 2009 to
The Universal
Institutional Funds,
Inc. Prospectus dated
May 1, 2009 of:

**U.S. Mid Cap Value
Portfolio (Class II)**

Morgan Stanley announced on October 19, 2009 that it has entered into a definitive agreement to sell substantially all of its retail asset management business to Invesco Ltd. (“Invesco”), a leading global investment management company. As a result, Morgan Stanley Investment Management Inc. (“MSIM”), the investment adviser for The Universal Institutional Funds, Inc., expects to propose to the Board of Directors of The Universal Institutional Funds, Inc. that it approve a reorganization of the U.S. Mid Cap Value Portfolio (the “Portfolio”) into a newly organized mutual fund advised by an affiliate of Invesco. It is MSIM’s current expectation that the newly organized Invesco fund would be managed by the same portfolio management team which currently manages the Portfolio. If approved by the Board of The Universal Institutional Funds, Inc., the reorganization would be submitted to the stockholders of the Portfolio for their approval.