

June 16, 2011

## The Universal Institutional Funds, Inc.

Supplement dated  
June 16, 2011 to The  
Universal Institutional  
Funds, Inc.  
Prospectus, dated  
April 29, 2011 of:

The following disclosure is hereby added as the last sentence of the third paragraph in the section of the Prospectus titled “Portfolio Summary—Principal Investment Strategies”:

The Portfolio may also invest in restricted and illiquid securities.

The following disclosure is hereby added as the sixth paragraph in the section of the Prospectus titled “Portfolio Summary—Principal Risks”:

**Emerging Markets  
Debt Portfolio  
(Class II)**

---

• *Liquidity Risk.* The Portfolio’s investments in restricted and illiquid securities may entail more risks than investments in publicly traded securities. These securities may be more difficult to sell, particularly in times of market turmoil. Illiquid securities may be more difficult to value. If the Portfolio is forced to sell an illiquid security to fund redemptions or for other cash needs, it may be forced to sell the security at a loss.

The following disclosure is hereby added as the last paragraph in the section of the Prospectus titled “Details of the Portfolio—Approach”:

The Portfolio may purchase certain non-publicly traded “restricted” securities. These securities may include “144A” securities which are exempt from registration and that may only be resold to qualified institutional buyers. The Portfolio may invest up to 15% of its assets in illiquid securities, including restricted securities that are illiquid. The Portfolio may invest an unlimited amount in restricted securities that are considered by the Adviser to be liquid.

The following disclosure is hereby added as the fifth paragraph in the section of the Prospectus titled “Details of the Portfolios—Risks”:

The Portfolio’s investments in restricted and illiquid securities may entail more risks than investments in publicly traded securities. These securities may be more difficult to sell, particularly in times of market turmoil. Illiquid securities may be more difficult to value. If the Portfolio is forced to sell an illiquid security to fund redemptions or for other cash needs, it may be forced to sell the security at a loss.