

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |               |           |  |  |  |   |  |  |  |
|--|---------------|-----------|--|--|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>POLK BENJAMIN</u> |               |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>Monster Beverage Corp [ MNST ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |  |
| (Last)   | (First)       | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/08/2020</u>                |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |  |
| <u>1 MONSTER WAY</u>   |               |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |  |  |   |  |  |  |
| (Street)   | <u>CORONA</u> | <u>CA</u> | <u>92879</u>   |  |  |   |  |  |  |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 01/08/2020                           |  | M                              |   | 7,946   | A          | (1)   | 34,991  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   |  |     | (3)  | (4)             | Common Stock  | (5)                        |  | 2,585  | D   |  |
| Stock Option (right to buy)                | \$6.4  |                                      |  |                                |   |  |     | (6)  | 06/09/2020      | Common Stock  | (5)                        |  | 13,002 <sup>(5)</sup>  | D   |  |
| Stock Option (right to buy)                | \$11.35  |                                      |  |                                |   |  |     | (6)  | 05/18/2021      | Common Stock  | (5)                        |  | 7,770 <sup>(5)</sup>   | D   |  |
| Deferred Stock Units                       | (7)  | 01/08/2020                           |  | A                              |   | 353 <sup>(7)</sup>   |     | (8)  | (8)             | Common Stock  | 353                        | \$63.82                                    | 9,244  | D   |  |
| Deferred Stock Units                       | (1)  | 01/08/2020                           |  | M                              |   | 7,946  |     | 01/08/2020   | 01/08/2020      | Common Stock  | 7,946                      | (1)  | 1,298  | D   |  |

**Explanation of Responses:**

- On January 8, 2020, 7,946 of the Deferred Stock Units credited under the Deferral Plan (as defined in footnote 7) were settled for an equal number of shares of Common Stock. Each Deferred Stock Unit is economically equivalent to one share of Common Stock.
- Each restricted stock unit represents either (i) a contingent right to receive one share of the Company's common stock or (ii) a cash amount equal to the number of shares received as of the vesting date.
- The restricted stock units vest with respect to 100% of such restricted stock units on the last business day prior to the Company's 2020 annual shareholder meeting, provided that the reporting person continues as a director of the Company through such date.
- Not applicable.
- No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
- The options are currently vested.
- Deferred Stock Units credited to the reporting person under the Monster Beverage Corporation Deferred Compensation Plan for Non-Employee Directors (the "Deferral Plan"), a sub-plan of the Monster Beverage Corporation 2017 Compensation Plan for Non-Employee Directors, effective May 1, 2017, which may include voluntary deferred compensation. Each Deferred Stock Unit is economically equivalent to one share of Common Stock.
- The Deferred Stock Units credited under the Deferral Plan are settled (other than fractional units) in stock and are generally payable in the form elected or provided under the Deferral Plan on the earliest of: (i) a specified date or event designated by the reporting person, (ii) in the calendar year following the year in which the reporting person's service with the Board separates, or (iii) upon death, disability or change in control as defined under the Deferral Plan.

/s/ Paul J. Dechary, attorney-in-fact 01/10/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.