

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* <u>SCHLOSBERG HILTON H</u> (Last) (First) (Middle) <u>1 MONSTER WAY</u> (Street) <u>CORONA CA 92879</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp [MNST]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman and President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/15/2016		S ⁽¹⁾		440,495	D	\$156	1,305,501	D	
Common Stock								1,881,856	I	By Brandon Limited Partnership No. 1 ⁽²⁾
Common Stock								9,795,648	I	By Brandon Limited Partnership No. 2 ⁽²⁾
Common Stock								34,924	I	By Hilrod Holdings IV, L.P. ⁽²⁾
Common Stock								71,428	I	By Hilrod Holdings V, L.P. ⁽²⁾
Common Stock								107,900	I	By Hilrod Holdings VI, L.P. ⁽²⁾
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. ⁽²⁾
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. ⁽²⁾
Common Stock								151,148	I	By Hilrod Holdings IX, L.P. ⁽²⁾
Common Stock								83,306	I	By Hilrod Holdings X, L.P. ⁽²⁾
Common Stock								168,414	I	By Hilrod Holdings XI, L.P. ⁽²⁾
Common Stock								133,004	I	By Hilrod Holdings XII, L.P. ⁽²⁾

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	06/15/2016		S ⁽¹⁾		146,188	D	\$156	489,892	I	By Hilrod Holdings XIII, L.P. ⁽²⁾
Common Stock	06/15/2016		S ⁽¹⁾		1,142,411	D	\$156	680,911	I	By Hilrod Holdings XIV, L.P. ⁽²⁾
Common Stock	06/15/2016		S ⁽¹⁾		230,684	D	\$156	2,944	I	By Hilrod Holdings XV, L.P. ⁽²⁾
Common Stock								30,068	I	By RCS 2008 GRAT #2 ⁽²⁾
Common Stock	06/15/2016		S ⁽¹⁾		41,572	D	\$156	26,866	I	By RCS Direct 2011 GRAT ⁽²⁾

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				
Employee Stock Option (right to buy)	\$15.86							(3)	06/02/2018	Common Stock	(4)		81,617	D	
Employee Stock Option (right to buy)	\$17.82							(3)	12/01/2019	Common Stock	(4)		100,000	D	
Employee Stock Option (right to buy)	\$53.96							(3)	06/03/2023	Common Stock	(4)		140,000	D	
Employee Stock Option (right to buy)	\$53.96							(3)	06/03/2023	Common Stock	(4)		70,000	I	By Hilrod Holdings XV, L.P. ⁽²⁾
Employee Stock Option (right to buy)	\$70.06							(5)	03/14/2024	Common Stock	(4)		210,000	D	
Employee Stock Option (right to buy)	\$135.48							(6)	03/13/2025	Common Stock	(4)		79,200	D	
Employee Stock Option (right to buy)	\$131.96							(7)	03/24/2026	Common Stock	(4)		105,000	D	
Restricted Stock Units	(8)							(9)	(10)	Common Stock	(4)		25,400	D	
Restricted Stock Units	(8)							(11)	(10)	Common Stock	(4)		39,000	D	

Explanation of Responses:

1. Represents shares tendered by the reporting person and accepted for purchase by the Company in the modified "Dutch auction" tender offer commenced by the Company on May 10, 2016 (The final results of which were announced by the Company on June 14, 2016).

2. The reporting person is one of the general partners of each of Brandon Limited Partnership No. 1, Brandon Limited Partnership No. 2, Hilrod Holdings IV, L.P., Hilrod Holdings V, L.P., Hilrod Holdings VI,

L.P., Hilrod Holdings VII, L.P., Hilrod Holdings VIII, L.P., Hilrod Holdings IX, L.P., Hilrod Holdings X, L.P., Hilrod Holdings XI, L.P., Hilrod Holdings XII, L.P., Hilrod Holdings XIII, L.P., Hilrod Holdings XIV, L.P., Hilrod Holdings XV, L.P. The reporting person is the trustee of RCS 2008 GRAT #2 and the trustee of RCS Direct 2011 GRAT.

3. The options are currently vested.

4. No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.

5. The options are currently vested with respect to 140,000 shares. The remaining options vest on March 14, 2017.

6. The options are currently vested with respect to 26,400 shares. The remaining options vest in two equal installments on March 14, 2017 and 2018.

7. The options vest in three equal installments on March 14, 2017, 2018 and 2019.

8. The restricted stock units were granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date.

9. The remaining restricted stock units vest in two equal installments on March 13, 2017 and 2018.

10. Not applicable.

11. The restricted stock units vest in three equal installments on March 14, 2017, 2018 and 2019.

<u>Paul J. Dechary, attorney-in-</u> <u>fact</u>	<u>06/17/2016</u>
** 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.

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