SEC Form 4

Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

VI, L.P.⁽²⁾ By Hilrod Holdings

VIII, L.P.⁽²⁾ By Hilrod

Holdings IX, L.P.⁽²⁾ By Hilrod

Holdings X, L.P.⁽²⁾ By Hilrod Holdings

XV, L.P.⁽²⁾ By Hilrod

Holdings XIX, L.P.⁽²⁾ By Hilrod

Holdings

XX, L.P.⁽²⁾

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1,137,168

906,888

499,836

361,356

673,544

729,272

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	<i></i>		Fileu		Section 30(h) of the					.934							
1	dress of Reporting F				suer Name and Tic onster Beverag					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
(Last) 1 MONSTER	(First) WAY	(Middle)			ate of Earliest Trans 30/2023	saction	(Montl	n/Day/Year)		X Director Dot officer X Officer (give title below) Other (specify below) Vice Chairman and Co-CEO							
(Street) CORONA	CA		4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicat Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person													
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Inst.							a contract, instruction or written plan that is intended to struction 10.						
		Table I - N	on-Deriva	ative	Securities Ac	quire	d, Di	sposed of,	or Be	neficia	ally Owned						
1. Title of Secur	1. Title of Security (Instr. 3)		2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 5)			Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)				
Common Stoc	k		10/30/20	023		G ⁽¹⁾		329,904	A	\$ <mark>0</mark>	1,869,070	D					
Common Stoc	k										11,291,136	I	By Brandon Limited Partnership No. 1 ⁽²⁾				
Common Stoc	k										58,773,888	I	By Brandon Limited Partnership No. 2 ⁽²⁾				
Common Stock											209,544	I	By Hilrod Holdings IV, L.P. ⁽²⁾				
Common Stoc	k										428,568	I	By Hilrod Holdings V, L.P. ⁽²⁾				
Common Stoc	k										647,400	I	By Hilrod Holdings				

1 Title of	Security (Inst		le I - N	on-Deri 2. Transa			uriti Deeme		cquirec	l, Di	4. Securitie	-		5. Amount		6. Owne	arshin 7	Nature of	
1. Title of Security (Instr. 3)			Date (Month/D	Exe if an	Execution Date, if any (Month/Day/Year)			ction Instr.	Disposed 0	of (D) (Instr. 3, 4 and		Securities Beneficial Owned Fo Reported	Form: D ly (D) or In		Direct In Indirect B r.4) C	eneficial wnership nstr. 4)			
									Code	v	Amount	(A) or (D)	Price	Transactio (Instr. 3 an	on(s) id 4)			,	
Common	Stock													729,2	272			y Hilrod Ioldings XI, L.P. ⁽²⁾	
Common	Stock													1,000,	,000	I 00		By Hilrod Holdings XXII, L.P.	
Common	Stock													489,124			(2) By Hilrod Holdings XXIV, L.P.		
Common	Stock			10/30/	/2023				J ⁽³⁾		800,000	D	\$0) 268,000			I (2) By Hilrod Holdings XXV, L.P. (2)		
		Т	able II								posed of converti			/ Owned	I			-	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Executio if any (Month/	med	4. Transa Code (8)	ction	5. Nu of Deriv Secu Acqu (A) o Disp of (D	umber vative urities uired r osed) r. 3, 4		Exerci	isable and te	7. Title and 8. I Amount of De Securities Set		Derivative derivati Security Securiti (Instr. 5) Benefic Owned Followin Reporte Transac		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Beneficial Ownershi (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amount or Number of Shares						
Employee Stock Option (right to buy)	\$11.68								(4)		03/14/2024	Common Stock	(5)		8,562	2	D		
Employee Stock Option (right to buy)	\$11.68								(4)		03/14/2024	Common Stock	(5)		840,00	00	I	By Hilrod Holdings XVI, L.P. (2)	
Employee Stock Option (right to buy)	\$11.68								(4)		03/14/2024	Common Stock	(5)		308,60	04	Ι	By Hilrod Holdings XVIII, L.F (2)	
Employee Stock Option (right to buy)	\$11.68								(4)		03/14/2024	Common Stock	(5)		102,83	34	Ι	By Hilrod Holdings XXIII, L.F (2)	
Employee Stock Option (right to buy)	\$22.58								(4)		03/13/2025	Common Stock	(5)		4,428	8	D		
Employee Stock Option (right to buy)	\$22.58								(4)		03/13/2025	Common Stock	(5)		158,40	00	I	By Hilrod Holdings XVI, L.P. (2)	
Employee Stock Option (right to buy)	\$22.58								(4)		03/13/2025	Common Stock	(5)		312,33	72	Ι	By Hilrod Holdings XVIII, L.F (2)	
Employee Stock Option (right to buy)	\$21.99								(4)		03/14/2026	Common Stock	(5)		4,542	2	D		
Employee Stock Option (right to buy)	\$21.99								(4)		03/14/2026	Common Stock	(5)		194,5	14	Ι	By Hilrod Holdings XVIII, L.F (2)	
Employee Stock Option (right to buy)	\$21.99								(4)		03/14/2026	Common Stock	(5)		430,94	44	I	By Hilrod Holdings XXVI, L.I (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. Transa Code (8)	action (Instr.	of Deriv Secu Acqu (A) o Disp of (D	r osed) r. 3, 4	6. Date Exerc Expiration D (Month/Day/)	cisable and 7. Title and Amount of Year) Securities Underlying		ate Amount (Year) Securitie Underlyin Derivativ		Amount of Securities Underlying Derivative Security		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)	\$23.14							(4)	03/14/2027	Common Stock	(5)		4,326	D			
Employee Stock Option (right to buy)	\$23.14							(4)	03/14/2027	Common Stock	(5)		49,926	I	By Hilrod Holdings XVIII, L.P. (2)		
Employee Stock Option (right to buy)	\$23.14							(4)	03/14/2027	Common Stock	(5)		153,742	I	By Hilrod Holdings XXIII, L.P. ⁽²⁾		
Employee Stock Option (right to buy)	\$23.14							(4)	03/14/2027	Common Stock	(5)		403,006	I	By Hilrod Holdings XXVI, L.P. (2)		
Employee Stock Option (right to buy)	\$29.37							(4)	03/14/2028	Common Stock	(5)		3,404	D			
Employee Stock Option (right to buy)	\$29.37							(4)	03/14/2028	Common Stock	(5)		172,596	I	By Hilrod Holdings XXIII, L.P. (2)		
Employee Stock Option (right to buy)	\$29.37							(4)	03/14/2028	Common Stock	(5)		352,000	I	By Hilrod Holdings XXVI, L.P. (2)		
Employee Stock Option (right to buy)	\$29.84							(4)	03/14/2029	Common Stock	(5)		194,400	D			
Employee Stock Option (right to buy)	\$29.84							(4)	03/14/2029	Common Stock	(5)		194,400	I	By Hilrod Holdings XXIII, L.P. (2)		
Employee Stock Option (right to buy)	\$29.84							(4)	03/14/2029	Common Stock	(5)		194,400	I	By Hilrod Holdings XXVI, L.P. (2)		
Employee Stock Option (right to buy)	\$31.2							(4)	03/13/2030	Common Stock	(5)		212,668	D			
Employee Stock Option (right to buy)	\$31.2							(4)	03/13/2030	Common Stock	(5)		170,132	I	By Hilrod Holdings XXIII, L.P. (2)		
Employee Stock Option (right to buy)	\$44.47							(6)	03/12/2031	Common Stock	(5)		259,800	D			
Employee Stock Option (right to buy)	\$36.62							(7)	03/14/2032	Common Stock	(5)		291,400	D			
Employee Stock Option (right to buy)	\$50.82							(8)	03/14/2033	Common Stock	(5)		183,000	D			
Restricted Stock Units	(9)							(10)	(11)	Common Stock	(5)		25,268	D			
Restricted Stock Units	(9)							(12)	(11)	Common Stock	(5)		61,468	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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D)	Derivative (Month/Day/Year) eccurities vcquired A) or Disposed of (D) Instr. 3, 4		ate	Amount of			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	(9)							(13)	(11)	Common Stock	(5)		67,600	D	

Explanation of Responses:

1. As a result of the distribution of shares from Hilrod Holdings XXV, L.P., which were previously reported as indirectly beneficially owned by the reporting person, the total amount of shares directly owned has increased. Reflects the proceeds of an in-kind annuity payment and the transfer of shares directly to the reporting person as one of the general partners of Hilrod Holdings XXV, L.P.

2. Reporting person (i) 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 X, L.P., Hilrod Holdings XX, L.P., Hilrod Holdings XXI, L.P., Hilrod Holdings XXI,

3. Reflects the distribution of 800,000 shares, of which 329,904 shares are now owned directly by the reporting person as the proceeds of (i) an in-kind annuity payment from an existing grantor retained annuity trust and (ii) the transfer of shares directly to the reporting person as one of the general partners of Hilrod Holdings XXV, L.P. 140,186 shares are now owned by Sterling Trustees LLC and such shares are not deemed beneficially owned by the reporting person.

4. The options are currently vested.

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

6. The options are currently vested with respect to 173,200 shares. The remaining options vest on March 12, 2024.

7. The options are currently vested with respect to 97,132 shares. The remaining options vest in two equal installments on March 14, 2024 and March 14, 2025.

8. The options vest in three equal installments on March 14, 2024, 2025 and 2026.

9. The restricted stock units were granted under the Monster Beverage Corporation 2020 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.

10. The remaining restricted stock units vest on March 12, 2024.

11. Not applicable.

12. The remaining restricted stock units vest in two installments as follows: 30,734 units on March 14, 2024 and 30,734 units on March 14, 2025.

13. The restricted stock units vest in three installments as follows: 22,532 units on March 14, 2024, 22,534 units on March 14, 2025 and 22,534 units on March 14, 2026.

<u>Paul J. Dechary, attorney-in-</u> fact	<u>11/01/2023</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.

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.