

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Amendment No. 2 to

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

MONSTER BEVERAGE CORPORATION

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common Stock, \$0.005 par value
(Title of Class of Securities)

61174X109
(CUSIP Number of Class of Securities)

Paul J. Dechary, Senior Vice President & Senior Legal Counsel
Monster Beverage Corporation
1 Monster Way
Corona, California 92879
(951) 739-6200

(Name, address and telephone number of person authorized to
receive notices and communications on behalf of filing person)

Copy to:

Robert A. Profusek
Andrew M. Levine
Jones Day
250 Vesey Street
New York, New York 10281
(212) 326-3939

CALCULATION OF FILING FEE

Transaction valuation(1)	Amount of filing fee(2)
\$ 2,000,000,000	\$ 201,400

(1) The transaction valuation is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$2,000,000 in aggregate of up to 14,084,507 shares of common stock, par value \$0.005 per share, at the minimum tender offer price of \$142.00 per share.

(2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$100.70 per \$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$201,400
Form or Registration No.: Schedule TO

Filing Party: Monster Beverage Corporation
Date Filed: May 10, 2016

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

This Amendment No. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission by Monster Beverage Corporation (“Monster”) on May 10, 2016 (together with any subsequent amendments and supplements thereto, the “Schedule TO”) relating to the offer by Monster to purchase for cash up to \$2.0 billion of its common stock, \$0.005 par value per share, at a per share purchase price of not less than \$142.00 and not more than \$160.00 in cash, without interest and subject to any applicable withholding taxes. Monster’s offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 10, 2016, a copy of which was filed as Exhibit (a)(1)(A) to the Schedule TO (the “Offer to Purchase”), and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO (the “Letter of Transmittal”), which together constitute the tender offer (the “Offer”).

The purpose of this Amendment is to amend and supplement the Schedule TO and the Offer to Purchase. Only those items amended are reported in this Amendment. Except as specifically provided herein, the information contained in this Schedule TO, the Offer to Purchase and the Letter of Transmittal remains unchanged. This Amendment should be read with the Schedule TO, the Offer to Purchase and the Letter of Transmittal.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On June 14, 2016, Monster issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., New York City time, on June 8, 2016. A copy of the press release is filed as Exhibit (a)(5)(E) hereto and is incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(E) Press release issued by Monster Beverage Corporation on June 14, 2016.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MONSTER BEVERAGE CORPORATION

By: /s/ Hilton H. Schlosberg
Name: Hilton H. Schlosberg
Title: Vice Chairman of the Board of Directors,
President and Chief Financial Officer

Date: June 14, 2016

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)(A)	Offer to Purchase, dated May 10, 2016.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Notice of Guaranteed Delivery.*
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Summary Advertisement.*
(a)(5)(A)	Press release issued by Monster Beverage Corporation on May 10, 2016 (incorporated by reference to Exhibit 99.1 to our Form 8-K dated May 10, 2016).*
(a)(5)(B)	Transcript of applicable portions of our First Quarter 2016 Earnings Call, dated April 29, 2016 (incorporated by reference to Exhibit 99.1 to our Schedule TO-C dated April 29, 2016).*
(a)(5)(C)	Press release issued by Monster Beverage Corporation on May 10, 2016.*
(a)(5)(D)	Press release issued by Monster Beverage Corporation on June 9, 2016.*
(a)(5)(E)	Press release issued by Monster Beverage Corporation on June 14, 2016.
(b)	Not applicable.
(d)(1)	Transaction Agreement, dated as of August 14, 2014, by and among Monster Beverage Corporation, New Laser Corporation, New Laser Merger Corp, The Coca-Cola Company and European Refreshments (incorporated by reference from Exhibit 2.1 to our Form 8-K dated August 18, 2014).
(d)(2)	Asset Transfer Agreement, dated as of August 14, 2014, by and among Monster Beverage Corporation, New Laser Corporation and The Coca-Cola Company Refreshments (incorporated by reference from Exhibit 2.2 to our Form 8-K dated August 18, 2014).
(d)(3)	Form of Amendment to Stock Option Agreement (relating to the amendment of certain stock option agreements between Hansen Natural Corporation and its executive officers and directors) (incorporated by reference to Exhibit 10.1 to our Form 8-K dated January 8, 2007).
(d)(4)	Stock Option Agreement between Hansen Natural Corporation and Harold Taber (made as of November 11, 2005) (incorporated by reference to Exhibit 10.42 to our Form 10-K dated March 15, 2006)
(d)(5)	Stock Option Agreement between Hansen Natural Corporation and Hilton H. Schlosberg (made as of November 11, 2005) (incorporated by reference to Exhibit 10.46 to our Form 10-K dated March 15, 2006).
(d)(6)	Stock Option Agreement between Hansen Natural Corporation and Rodney C. Sacks (made as of November 11, 2005) (incorporated by reference to Exhibit 10.47 to our Form 10-K dated March 15, 2006).

Exhibit Number	Description
(d)(7)	Hansen Natural Corporation 2001 Amended and Restated Stock Option Plan (incorporated by reference to Exhibit A to our Proxy Statement dated September 25, 2007).
(d)(8)	Stock Option Agreement between Hansen Natural Corporation and Rodney C. Sacks (made as of June 2, 2008) (incorporated by reference to Exhibit 10.44 to our Form 10-K dated March 1, 2010).
(d)(9)	Amendment to Stock Option Agreement between Hansen Natural Corporation and Rodney C. Sacks (made as of August 2, 2008) (incorporated by reference to Exhibit 10.44A to our Form 10-K dated March 1, 2010).
(d)(10)	Stock Option Agreement between Hansen Natural Corporation and Hilton H. Schlosberg (made as of June 2, 2008) (incorporated by reference to Exhibit 10.45 to our Form 10-K dated March 1, 2010).
(d)(11)	Amendment to Stock Option Agreement between Hansen Natural Corporation and Hilton H. Schlosberg (made as of August 2, 2008) (incorporated by reference to Exhibit 10.45A to our Form 10-K dated March 1, 2010).
(d)(12)	Stock Option Agreement between Hansen Natural Corporation and Thomas J. Kelly (made as of June 2, 2008) (incorporated by reference to Exhibit 10.47 to our Form 10-K dated March 1, 2010).
(d)(13)	2009 Hansen Natural Corporation Stock Incentive Plan for Non-Employee Directors (incorporated by reference to Exhibit A to our Proxy Statement dated April 24, 2009).
(d)(14)	Stock Option Agreement between Hansen Natural Corporation and Thomas J. Kelly (made as of June 1, 2009) (incorporated by reference to Exhibit 10.49 to our Form 10-K dated March 1, 2010).
(d)(15)	Stock Option Agreement between Hansen Natural Corporation and Rodney C. Sacks (made as of December 1, 2009) (incorporated by reference to Exhibit 10.51 to our Form 10-K dated March 1, 2010).
(d)(16)	Stock Option Agreement between Hansen Natural Corporation and Hilton H. Schlosberg (made as of December 1, 2009) (incorporated by reference to Exhibit 10.52 to our Form 10-K dated March 1, 2010).
(d)(17)	Stock Option Agreement between Hansen Natural Corporation and Mark J. Hall (made as of December 1, 2009) (incorporated by reference to Exhibit 10.53 to our Form 10-K dated March 1, 2010).
(d)(18)	Stock Option Agreement between Hansen Natural Corporation and Thomas J. Kelly (made as of December 1, 2009) (incorporated by reference to Exhibit 10.55 to our Form 10-K dated March 1, 2010).
(d)(19)	Stock Option Agreement between Hansen Natural Corporation and Thomas J. Kelly (made as of December 1, 2010) (incorporated by reference to Exhibit 10.53 to our Form 10-K dated March 1, 2011).
(d)(20)	Stock Option Agreement between Hansen Natural Corporation and Mark J. Hall (made as of December 1, 2010) (incorporated by reference to Exhibit 10.54 to our Form 10-K dated March 1, 2011).
(d)(21)	Form of Restricted Stock Unit Agreement pursuant to the 2009 Hansen Natural Corporation

Exhibit Number	Description
(d)(22)	Stock Incentive Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.55 to our Form 10-K dated March 1, 2011).
(d)(23)	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to our Form 10-Q dated August 9, 2011).
(d)(23)	Monster Beverage Corporation 2011 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to our Form 8-K dated May 24, 2011).
(d)(24)	Employment Agreement between Monster Beverage Corporation and Rodney C. Sacks (incorporated by reference to Exhibit 10.1 to our Form 8-K dated March 19, 2014).
(d)(25)	Employment Agreement between Monster Beverage Corporation and Hilton H. Schlosberg (incorporated by reference to Exhibit 10.2 to our Form 8-K dated March 19, 2014).
(d)(26)	Letter Agreement between the Company and Mark Hall, dated March 12, 2015 (incorporated by reference to Exhibit 10.1 to our Form 10-Q dated May 11, 2015).
(g)	Not applicable.
(h)	Not applicable.

* Previously filed.

CONTACTS:

Rodney C. Sacks
Chairman and Chief Executive Officer
(951) 739-6200

Hilton H. Schlosberg
Vice Chairman
(951) 739-6200

Roger S. Pondel / Judy Lin Sfetcu
PondelWilkinson Inc.
(310) 279-5980

**MONSTER BEVERAGE CORPORATION ANNOUNCES FINAL RESULTS OF
\$2.0 BILLION TENDER OFFER**

Monster Will Acquire 12.8 Million Shares at \$156.00 Per Share

Corona, California (June 14, 2016) — Monster Beverage Corporation (NASDAQ: MNST) announced today the final results of its “modified Dutch auction” tender offer, which expired at 5:00 p.m., New York City time, on Wednesday, June 8, 2016.

Based on the final count by American Stock Transfer & Trust Company, LLC, the depository for the tender offer, Monster accepted for payment an aggregate of 12,820,512 shares, representing approximately 6.3% of the shares issued and outstanding prior to the completion of the purchase, at a purchase price of \$156.00 per share. Because the number of shares tendered at or below the \$156.00 purchase price would have exceeded the aggregate purchase price of the tender offer, shares were accepted for purchase on a pro rata basis, and the resulting proration factor, after giving effect to the priority for “odd lots,” was approximately 98.7%. The depository will promptly pay for all the shares accepted for payment and will return all other shares tendered.

Rodney Sacks and Hilton Schlosberg, who are officers and members of the Board of Directors of Monster, tendered 1,850,901 and 1,064,190 shares, respectively, that they beneficially own, including shares held by each of them directly and shares held by certain entities affiliated with them. Of these shares, 1,827,576 and 1,050,779, respectively, were accepted for payment by Monster in the tender offer. After giving effect to the purchase by Monster, Messrs. Sacks and Schlosberg collectively beneficially own an aggregate of 17,347,387 shares immediately following the tender offer.

Monster may purchase additional shares in the future in the open market subject to market conditions, or in private transactions, exchange offers, tender offers or otherwise. Under applicable securities laws, however, Monster may not repurchase any shares until June 23, 2016. Whether Monster makes additional repurchases in the future will depend on many factors, including the market price of the shares, Monster’s business and financial condition and general economic and market conditions.

Barclays Capital Inc. and Goldman, Sachs & Co. acted as dealer managers for the tender offer and Innisfree M&A Incorporated served as the information agent. The depository is American Stock Transfer & Trust Company, LLC. Any questions regarding the tender offer may be directed to the information agent toll-free at 888-750-5834.

About Monster Beverage Corporation

Based in Corona, California, Monster Beverage Corporation is a holding company and conducts no operating business except through its consolidated subsidiaries. Monster’s subsidiaries develop and market energy drinks, including Monster Energy® energy drinks, Monster Energy Extra Strength Nitrous Technology® energy drinks, Java Monster® non-carbonated coffee + energy drinks, M3® Monster Energy® Super Concentrate energy drinks, Monster Rehab® non-carbonated energy drinks with electrolytes, Muscle Monster® Energy Shakes, Übermonster® energy drinks, NOS® energy drinks, Full Throttle® energy drinks, Bum® energy drinks, Samurai® energy drinks, Relentless® energy drinks, Mother® energy drinks, Power Play® energy drinks, BU® energy drinks, Nalu® energy drinks, BPM® energy drinks, Gladiator® energy drinks, and Ultra® energy drinks. For more information, visit www.monsterbevcorp.com.

Forward-looking statements

Certain statements made in this announcement may constitute “forward-looking statements” within the meaning of the U.S. federal securities laws. Monster cautions that these statements are based on management’s current knowledge and expectations and are subject to certain risks and uncertainties, many of which are outside of the control of Monster, that could cause actual results and events to differ materially from the statements made herein. For a more detailed discussion of the risks that could affect Monster’s operating results, see Monster’s filings with the Securities and Exchange Commission, including Monster’s annual report on Form 10-K and quarterly report on Form 10-Q. Monster’s actual results could differ materially from those contained in the forward-looking statements, including with respect to the tender offer. Monster assumes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.