

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

**Monster Beverage Corporation**  
(Name of the Issuer)

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

**61174X109**  
(CUSIP Number)

**Bernhard Goepelt**  
**Senior Vice President, General Counsel and Chief Legal Counsel**  
**The Coca-Cola Company**  
**One Coca-Cola Plaza**  
**Atlanta, Georgia 30313**  
**(404) 676-2121**

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

**Copy to:**  
**Martha E. McGarry, Esq.**  
**Thomas W. Greenberg, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, New York 10036**  
**(212) 735-3000**

**March 16, 2018**  
*(Date of event which requires filing of this statement)*

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	<b>NAME OF REPORTING PERSONS</b> The Coca-Cola Company	
2.	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS OO	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7.	<b>SOLE VOTING POWER</b> 0
	8.	<b>SHARED VOTING POWER</b> 102,121,602
	9.	<b>SOLE DISPOSITIVE POWER</b> 0
	10.	<b>SHARED DISPOSITIVE POWER</b> 102,121,602
11.	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 102,121,602	
12.	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
13.	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 18.0%*	
14.	<b>TYPE OF REPORTING PERSON</b> CO	

\* Based on 566,402,748 shares of Common Stock (as defined herein) outstanding as of February 12, 2018 (based upon information contained in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017).

CUSIP No. 49271M100

1.	<b>NAME OF REPORTING PERSONS</b> European Refreshments	
2.	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS WC	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Ireland	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7.	<b>SOLE VOTING POWER</b> 0
	8.	<b>SHARED VOTING POWER</b> 102,121,602
	9.	<b>SOLE DISPOSITIVE POWER</b> 0
	10.	<b>SHARED DISPOSITIVE POWER</b> 102,121,602
11.	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 102,121,602	
12.	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>	
13.	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 18.0%*	
14.	<b>TYPE OF REPORTING PERSON</b> CO	

\* Based on 566,402,748 shares of Common Stock outstanding as of February 12, 2018 (based upon information contained in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017).

## PREAMBLE

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on June 22, 2015 (the "Schedule 13D") by The Coca-Cola Company, a Delaware corporation ("TCCC"), and European Refreshments, an Irish corporation and indirect wholly owned subsidiary of TCCC ("ER", and together with TCCC, the "Reporting Persons"), relating to shares of common stock, par value \$0.005 per share (the "Common Stock"), of Monster Beverage Corporation, a Delaware corporation (the "Issuer"). This Amendment No. 1 is being filed jointly by the Reporting Persons. Terms used herein and not otherwise defined shall have the meanings given to such terms in the Schedule 13D. Except as amended hereby, the disclosure in the Schedule 13D remains in effect.

Items 2, 4, 5, 6 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

### **Item 2. Identity and Background**

Certain information with respect to the directors and executive officers of the Reporting Persons is set forth on Schedule A (which replaces the prior Schedule A) attached hereto, including the name, business address, present principal occupation or employment, citizenship and other information relating to each director and executive officer of the Reporting Persons.

### **Item 4. Purpose of the Transaction**

On March 16, 2018, TCCC, ER and the Issuer entered into an Amendment (the "Amendment") to the Transaction Agreement, dated as of August 14, 2014 (the "Transaction Agreement"), by and among TCCC, ER, the Issuer, New Laser Merger Corp. and Monster Beverage Corporation (now known as Monster Beverage 1990 Corporation). The Amendment extends ER's right to designate individuals to the Issuer's Board of Directors under the Transaction Agreement for an additional year by providing that until the earlier of (i) June 12, 2019 and (ii) the first date on which ER has beneficial ownership of at least 20% of the aggregate shares of Common Stock of the Issuer then outstanding, ER will have the right to designate to the Issuer's Board of Directors a number of individuals who satisfy the director requirements as specified in the Transaction Agreement equal to the greater of (a) two or (b) 20% of the size of the Issuer's Board of Directors at any time (rounded up to the next whole number).

Except to the extent expressly modified by the Amendment, the Transaction Agreement remains in full force and effect in all respects. The Amendment is attached hereto as Exhibit 4 and is incorporated herein by reference.

### **Item 5. Interest in Securities of the Issuer**

(a)-(b) The Reporting Persons share voting and investment power with respect to and beneficially own 102,121,602 shares of Common Stock, after giving effect to a 3-for-1 stock split of the Common Stock that was effected by the Issuer on November 9, 2016. The number of shares beneficially owned by the Reporting Persons represents 18.0% of the total number of issued and outstanding shares of Common Stock of the Issuer as of February 12, 2018 (based upon information contained in the Issuer's Annual Report on Form 10-K for the year ended December 31, 2017).

As of the date of this Amendment No. 1, Kathy N. Waller, the Executive Vice President, Chief Financial Officer and President of Enabling Services of TCCC, who also serves on the Issuer's Board of Directors, holds sole voting and investment power with respect to and beneficially owns 6,153 shares of Common Stock. This excludes (i) restricted stock units held by Ms. Waller with respect to 3,244 shares of Common Stock and (ii) deferred stock units held by Ms. Waller with respect to 505 shares of Common Stock, in each case, that will not vest or be exercisable within 60 days of the date of this Amendment No. 1.

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**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 4 above is incorporated by reference into this Item 6.

**Item 7. Material To Be Filed as Exhibits.**

The following document is filed as an exhibit to this Amendment No. 1:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
Exhibit 4	Amendment to Transaction Agreement, dated as of March 16, 2018, by and among the Issuer, The Coca-Cola Company and European Refreshments.

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**SIGNATURE**

After reasonable 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.

THE COCA-COLA COMPANY

Dated: March 20, 2018

By: /s/ Kathy N. Waller  
Name: Kathy N. Waller  
Title: Executive Vice President, Chief Financial  
Officer and President of Enabling Services

EUROPEAN REFRESHMENTS

Dated: March 20, 2018

By: /s/ Owen Desmond  
Name: Owen Desmond  
Title: Director

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**DIRECTORS AND EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY AND EUROPEAN REFRESHMENTS**

Set forth below is the name, business address and present occupation or employment of each director and executive officer of The Coca-Cola Company ("TCCC") and European Refreshments ("ER"). Except as indicated below, each such person is a citizen of the United States. Except as indicated in the Schedule 13D as amended by Amendment No. 1, none of the directors or executive officers named below beneficially owns any Common Stock of Monster Beverage Corporation. Directors of TCCC or ER who are also executive officers of TCCC or ER are indicated by an asterisk. Except as indicated below, the business address of each director and executive officer of TCCC is One Coca-Cola Plaza, Atlanta, Georgia 30313 and of each director of ER is either One Coca-Cola Plaza, Atlanta, Georgia 30313 or Southgate, Dublin Road, Drogheda, County Meath, Ireland.

**DIRECTORS OF THE COCA-COLA COMPANY**

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>ADDRESS</u>
Muhtar Kent*	Chairman of the Board of Directors of The Coca-Cola Company	
James Quincey*	Director, President and Chief Executive Officer of The Coca-Cola Company Mr. Quincey is a citizen of the United Kingdom	
Herbert A. Allen	President, Chief Executive Officer and a Director of Allen & Company Incorporated, a privately held investment firm	Allen & Company Incorporated 711 Fifth Avenue New York, NY 10022
Ronald W. Allen	Former Chairman of the Board of Directors, President and Chief Executive Officer of Aaron's, Inc.	c/o The Coca-Cola Company One Coca-Cola Plaza NAT 2616 Atlanta, GA 30313
Marc Bolland	Head of European Portfolio Operations of The Blackstone Group L.P. Mr. Bolland is a citizen of the Netherlands	The Blackstone Group International Partners LLP 40 Berkeley Square London W1J 5AL - UK
Ana Botín	Executive Chair and a Director of Banco Santander, S.A., a global multinational bank, and a Director of Santander UK plc, a leading financial services provider in the United Kingdom and subsidiary of Banco Santander, S.A. Ms. Botín is a citizen of Spain	Banco Santander, S.A. Avda de Cantabria s/n Edif. Pereda 28660 Boadilla del Monte Madrid, Spain
Richard M. Daley	Executive Chairman of Tur Partners LLC, an investment and advisory firm focused on sustainable solutions within the urban environment	Tur Partners LLC 900 N. Michigan Avenue Suite 1720 Chicago, IL 60611
Barry Diller	Chairman of the Board of Directors and Senior Executive of IAC/InterActiveCorp, a leading media and internet company; Chairman of the Board of Directors and Senior Executive of Expedia, Inc., an online travel company	IAC/InterActiveCorp 555 West 18th Street New York, New York 10011

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Helene D. Gayle	Chief Executive Officer of The Chicago Community Trust, a community foundation (dedicated to improving the Chicago region through strategic grant making, civic engagement and inspiring philanthropy)	The Chicago Community Trust 225 N. Michigan Ave. Chicago, IL 60601
Alexis M. Herman	Chair and Chief Executive Officer of New Ventures LLC, risk management consulting company	New Ventures, Inc. 633 Pennsylvania Avenue NW 3rd Floor Washington, D.C. 20004
Robert A. Kotick	Chief Executive Officer and a Director of Activision Blizzard, Inc., a leading global developer and publisher of interactive entertainment	Activision Blizzard, Inc. 3100 Ocean Park Boulevard Santa Monica, CA 90405
Maria Elena Lagomasino	Chief Executive Officer and Managing Partner of WE Family Offices, a global family office serving high net worth families	WE Family Offices Rockefeller Center 1270 Avenue of the Americas Suite 2101 New York, NY 10020
Sam Nunn	Co-Chairman of the Nuclear Threat Initiative, a nonprofit organization working to reduce the global threats from nuclear, biological and chemical weapons	King & Spalding LLP 1180 Peachtree St NE Atlanta, GA 30309
David B. Weinberg	Chairman of the Board and Chief Executive Officer of Judd Enterprises, Inc., a private investment management office with diverse interests in a variety of asset classes	Judd Enterprises, Inc. 401 N. Michigan Ave #3050 Chicago, IL 60611

### **EXECUTIVE OFFICERS OF THE COCA-COLA COMPANY**

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>ADDRESS</u>
Muhtar Kent	Chairman of the Board of Directors of The Coca-Cola Company	
James Quincey	President, Chief Executive Officer and Director of The Coca-Cola Company Mr. Quincey is a citizen of the United Kingdom	
Francisco Crespo	Senior Vice President and Chief Growth Officer of The Coca-Cola Company	
James L. Dinkins	Senior Vice President of The Coca-Cola Company and President, Coca-Cola North America	
Bernhard Goepelt	Senior Vice President, and General Counsel and Chief Legal Counsel of The Coca-Cola Company Mr. Goepelt is a citizen of Germany	
Ed Hays, PhD	Senior Vice President and Chief Technical Officer of The Coca-Cola Company	
Robert Long	Senior Vice President and Chief Innovation Officer of The Coca-Cola Company	
Jennifer K. Mann	Senior Vice President and Chief People Officer of The Coca-Cola Company	

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John Murphy	President of the Asia Pacific Group of The Coca-Cola Company Mr. Murphy is a citizen of Ireland
Beatriz Perez	Senior Vice President and Chief Public Affairs, Communications and Sustainability Officer of The Coca-Cola Company
Alfredo Rivera	President of the Latin America Group of The Coca-Cola Company Mr. Rivera is a citizen of Honduras
Barry Simpson	Senior Vice President and Chief Information Officer of The Coca-Cola Company Mr. Simpson is a citizen of Australia
Brian Smith	President of the Europe, Middle East and Africa Group of The Coca-Cola Company
Kathy N. Waller	Executive Vice President, Chief Financial Officer and President, Enabling Services of The Coca-Cola Company

#### **DIRECTORS OF EUROPEAN REFRESHMENTS**

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>ADDRESS</u>
Una Sheils	GFO Group Entities Controller, European Refreshments Ms. Sheils is a citizen of Ireland	
Robert J. Jordan Jnr	Vice President and General Tax Counsel, The Coca-Cola Company	
Marie Quintero-Johnson	Vice President and Director of Mergers & Acquisitions, The Coca-Cola Company	
Miriam Doyle	Director and Company Secretary, European Refreshments Ms. Doyle is a citizen of Ireland	
Owen Desmond	Director, European Refreshments Mr. Desmond is a citizen of Ireland	
John McGowan	Director, European Refreshments Mr. McGowan is a citizen of Ireland	

#### **EXECUTIVE OFFICERS OF EUROPEAN REFRESHMENTS<sup>(1)</sup>**

<u>NAME</u>	<u>PRINCIPAL OCCUPATION OR EMPLOYMENT</u>	<u>ADDRESS</u>
Una Sheils	GFO Group Entities Controller, European Refreshments Ms. Sheils is a citizen of Ireland	
Robert J. Jordan Jnr	Vice President and General Tax Counsel, The Coca-Cola Company	
Marie Quintero-Johnson	Vice President and Director of Mergers & Acquisitions, The Coca-Cola Company	
Miriam Doyle	Director and Company Secretary, European Refreshments Ms. Doyle is a citizen of Ireland	
Owen Desmond	Director, European Refreshments Mr. Desmond is a citizen of Ireland	
John McGowan	Director, European Refreshments Mr. McGowan is a citizen of Ireland	

<sup>(1)</sup> The officers of ER are its directors, along with the company secretary (who does not have powers of management).

## AMENDMENT TO TRANSACTION AGREEMENT

This Amendment (this "Amendment") to the Transaction Agreement (the "Agreement"), dated as of August 14, 2014, by and among Monster Beverage Corporation, a Delaware corporation (the "Company"), New Laser Corporation, a Delaware corporation and wholly-owned Subsidiary of the Company ("NewCo"), New Laser Merger Corp., a Delaware corporation and wholly-owned Subsidiary of NewCo ("Merger Sub"), The Coca-Cola Company, a Delaware corporation ("Parent"), and European Refreshments, a company formed under the laws of Ireland and an indirect wholly-owned Subsidiary of Parent (the "Purchaser"), is made as of March 16, 2018. Except as otherwise indicated, capitalized terms used herein shall have the meanings set forth in the Agreement.

WHEREAS, pursuant to Section 12.4 of the Agreement, the Parent, the Purchaser and NewCo wish to amend Section 8.10(b) of the Agreement as set forth herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements set forth in this Amendment, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. Amendment to Section 8.10(b) of the Agreement. Section 8.10(b) of the Agreement is hereby deleted and replaced in its entirety as follows:

"(b) From the Closing until the earlier of (i) June 12, 2019 and (ii) the first date on which the Purchaser has Beneficial Ownership of at least 20% of the aggregate number of shares of NewCo Common Stock then outstanding (the "Initial Board Representation Period"), the Purchaser shall have the right to designate to the NewCo Board a number of individuals who satisfy the Director Requirements equal to the greater of (A) two or (B) 20% of the size of the NewCo Board at any time (rounded up to the next whole number)."

2. Effect of Amendment. Except as and to the extent expressly modified by this Amendment, the Agreement, as so amended by this Amendment, will remain in full force and effect in all respects. Each reference to "hereof," "herein," "hereby," "herewith," and "this Agreement" in the Agreement will from and after the effective date hereof refer to the Agreement as amended by this Amendment. Subject to the immediately preceding sentence, the provisions set forth in Section 1.3 of the Agreement relating to construction will apply to this Amendment.
3. Entire Agreement. The Agreement (as amended by this Amendment), together with the exhibits and schedules thereto, and the other written agreements entered into between the parties in connection with the Agreement or subsequent thereto, contain the entire understanding of the parties with respect to the subject matter hereof and thereof and supersede all prior agreements and understandings, oral or written, with respect to such matters, which the parties acknowledge have been merged into such documents, exhibits and schedules. To the extent any provision of the Agreement is inconsistent with any provision of this Amendment, the terms of this Amendment will control.

4. Counterparts and Execution. This Amendment may be executed in two or more counterparts, all of which when taken together will be considered one and the same agreement and will become effective when counterparts have been signed by each party and delivered to the other parties, it being understood that all parties need not sign the same counterpart. In the event that any signature is delivered by facsimile transmission or by email delivery of a ".pdf" format data file, such signature will create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Amendment as of the date first above written.

MONSTER BEVERAGE CORPORATION (f/k/a NEW LASER CORPORATION)

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Chairman & CEO

THE COCA-COLA COMPANY

By: /s/ Marie Quintero-Johnson  
Name: Marie Quintero-Johnson  
Title: Vice President

EUROPEAN REFRESHMENTS

By: /s/ Owen Desmond  
Name: Owen Desmond  
Title: Director