

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SACKS RODNEY C</u>  (Last) (First) (Middle) 1 MONSTER WAY  (Street) CORONA CA 92879  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp [ MNST ]</u>	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) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

**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								1,588,822 <sup>(1)</sup>	D	
Common Stock								1,881,856	I	By Brandon Limited Partnership No. 1 <sup>(2)</sup>
Common Stock	12/14/2015		J		20,000 <sup>(3)</sup>	D	\$0	9,795,648	I	By Brandon Limited Partnership No. 2 <sup>(2)</sup>
Common Stock								34,924	I	By Hilrod Holdings IV, L.P. <sup>(2)</sup>
Common Stock								71,428	I	By Hilrod Holdings V, L.P. <sup>(2)</sup>
Common Stock								107,900	I	By Hilrod Holdings VI, L.P. <sup>(2)</sup>
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. <sup>(2)</sup>
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. <sup>(2)</sup>
Common Stock								151,148	I	By Hilrod Holdings IX, L.P. <sup>(2)</sup>
Common Stock								83,306	I	By Hilrod Holdings X, L.P. <sup>(2)</sup>
Common Stock								168,414	I	By Hilrod Holdings XI, L.P. <sup>(2)</sup>
Common Stock								153,534	I	By Hilrod Holdings XII, L.P. <sup>(2)</sup>

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								727,354	I	By Hilrod Holdings XIII, L.P. <sup>(2)</sup>
Common Stock								1,823,322 <sup>(4)</sup>	I	By Hilrod Holdings XIV, L.P. <sup>(2)</sup>
Common Stock								233,628 <sup>(4)</sup>	I	By Hilrod Holdings XV, L.P. <sup>(2)</sup>
Common Stock								77,121	I	By RCS 2009 GRAT #2 <sup>(2)</sup>
Common Stock								35,162	I	By RCS Direct 2010 GRAT <sup>(2)</sup>
Common Stock								1,612	I	By RCS Direct 2010 GRAT #2 <sup>(2)</sup>

**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							(5)	06/02/2018	Common Stock	(6)		18,912	D	
Employee Stock Option (right to buy)	\$17.82							(5)	12/01/2019	Common Stock	(6)		100,000	D	
Employee Stock Option (right to buy)	\$53.96							(7)	06/03/2023	Common Stock	(6)		140,000	D	
Employee Stock Option (right to buy)	\$53.96							(5)	06/03/2023	Common Stock	(6)		70,000	I	By Hilrod Holdings XV, L.P. <sup>(2)</sup>
Employee Stock Option (right to buy)	\$70.06							(8)	03/14/2024	Common Stock	(6)		210,000	D	
Employee Stock Option (right to buy)	\$135.48							(9)	03/13/2025	Common Stock	(6)		79,200	D	
Restricted Stock Units	(10)							(11)	(12)	Common Stock	(6)		38,100	D	

**Explanation of Responses:**

1. As a result of the distribution of shares, which were previously reported as indirectly beneficially owned by the reporting person, as the proceeds of in-kind annuity payments from existing grantor retained annuity trusts to the reporting person and a transfer of shares directly to the reporting person, the total amount of shares directly owned has increased.

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 each of RCS 2009 GRAT #2, RCS Direct 2010 GRAT and RCS Direct 2010 GRAT #2.

3. The shares of common stock listed in column 4 of table 1 represent shares which are held of record by Brandon Limited Partnership No. 2. Such shares were distributed to a limited partner in accordance

with the terms of the partnership agreement.

4. Reflects the distribution of shares as the proceeds of in-kind annuity payments from existing grantor retained annuity trusts and the transfer of shares directly to the reporting person. The shares received from the in-kind annuity payment and direct transfer are directly beneficially owned by the reporting person.

5. The options are currently vested.

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

7. The options are currently vested with respect to 70,000 shares. The remaining options vest on June 3, 2016.

8. The options are currently vested with respect to 70,000 shares. The remaining options vest in two equal installments on March 14, 2016 and 2017.

9. The options vest in three equal installments on March 13, 2016, 2017 and 2018.

10. 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.

11. The restricted stock units vest in three equal installments on March 13, 2016, 2017 and 2018.

12. Not applicable.

**Remarks:**

Paul J. Dechary, attorney-in-  
fact

12/16/2015

\*\* 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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