Common Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden

0.5

Holdings

XI, L.P.⁽³⁾

505,242

hours per response:

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

		OI -	300tion 30(n) or the	, 1114636	iiciii (Sompany Act								
1. Name and Address of Reporting Person* SCHLOSBERG HILTON H					ssuer Name and Ti onster Bevera				5. R (Che	o Issuer % Owner				
(Last) (First) (Middle) 1 MONSTER WAY					Date of Earliest Tran /09/2018	nsaction	(Mon	ith/Day/Year)	X Officer (give title below) Other (special below) Vice Chairman and President					
(Street) CORONA (City)	CA (State)	92879 (Zip)		4. 1	f Amendment, Date	of Orig	inal Fi	iled (Month/Da	Line	Form filed by C	oup Filing (Chec One Reporting F More than One F	erson		
		Table I - N	lon-Deriva	ative	Securities Ad	cquire	d, D	isposed o	f, or B	enefi	ciall	y Owned		
1. Title of Security (Instr. 3)			2. Transactio Date (Month/Day/Y		Execution Date,		ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			nd 5)	5. Amount of Securities 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 Stock	ζ		01/09/20	18		S ⁽¹⁾		13,983	D	\$64.	53 ⁽²⁾	967,456	D	
Common Stock			01/09/2018			S ⁽¹⁾		48,403	D	\$64.	53 ⁽²⁾	2,249,190	I	By Hilrod Holdings XVI, L.P. ⁽³⁾
Common Stock	s.											5,645,568	I	By Brandon Limited Partnership No. 1 ⁽³⁾
Common Stock	ς.											29,386,944	I	By Brandon Limited Partnership No. 2 ⁽³⁾
Common Stock	K											104,772	I	By Hilrod Holdings IV, L.P. ⁽³⁾
Common Stock	Κ											214,284	I	By Hilrod Holdings V, L.P. ⁽³⁾
Common Stock												323,700	I	By Hilrod Holdings VI, L.P. ⁽³⁾
Common Stock	K											120,216	I	By Hilrod Holdings VII, L.P. ⁽³⁾
Common Stock	ζ.											568,584	I	By Hilrod Holdings VIII, L.P. ⁽³⁾
Common Stock												453,444	I	By Hilrod Holdings IX, L.P. ⁽³⁾
Common Stock	K											249,918	I	By Hilrod Holdings X, L.P. ⁽³⁾
<u> </u>														By Hilrod

						_			·	, <u> </u>	I sposeu (1		T	T-		
1. Title of Security (Instr. 3)				2. Transac Date (Month/Da	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. Amoun Securities Beneficial Owned Fo Reported	s Illy ollowing	6. Owner Form: Di (D) or Inc (I) (Instr.	irect Ir direct B 4) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code V		Amount	(A) or Price		Transaction(s) (Instr. 3 and 4)			"	(111341. 4)			
Common Stock												327,	186	I	H	By Hilrod Holdings KII, L.P. ⁽³⁾			
Common Stock													1,440,954		I	H	By Hilrod Holdings KIII, L.P. ⁽³⁾		
Common Stock														186,	790	I	H	By Hilrod Holdings KIV, L.P. ⁽³⁾	
Common Stock													4,176		I	H	By Hilrod Holdings KV, L.P. ⁽³⁾		
Common Stock												90,204		I	2	By RCS 008 GRAT #2 ⁽³⁾			
Common Stock												231,363		I	2	By RCS 009 GRAT #2 ⁽³⁾			
Common Stock													105,486		I	Σ 2	By RCS Direct 010 GRAT ⁽³⁾		
Common Stock														4,836		I	2 2	By RCS Direct 2010 GRAT #2 ⁽³⁾	
Common Stock												1,639,842		I	2	By RCS 010 GRAT #3 ⁽³⁾			
Common Stock												80,598		I	1 2	By RCS Direct 011 GRAT ⁽³⁾			
		Т	able I								posed of , converti			Owned					
Security or Exercise (Month/Day/Year) if any		emed iion Date, n/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 Exerc Expiration Da (Month/Day/Y		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5) Benefic Owned Following Reporte Transau (Instr. 4)		ive ites Cowners cially Direct (in or Indirect (in		Beneficial Ownershi (Instr. 4)			
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares						
Employee Stock Option (right to buy)	\$5.94							(4) 12/01/20		12/01/2019	Common Stock	(5)	16,830		330	30 D			
Employee Stock Option (right to buy)	\$5.94			_					(4))	12/01/2019	Common Stock	(5)		283,1	170	I	By Hilrod Holdings XVI, L.P.	
Employee Stock Option (right to buy)	\$17.99								(4)		06/03/2023	Common Stock	(5)	11,:		118 D			
Employee Stock Option	\$17.99								(4))	06/03/2023	Common Stock	(5)		408,8	882	I	By Hilrod Holdings XVI, L.P.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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) Conversion or Exercise Price of Derivative Security		(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 Exerc Expiration Da (Month/Day/N	ate	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)	\$17.99							(4)	06/03/2023	Common Stock	(5)		210,000	I	By Hilrod Holdings XV, L.P. ⁽³⁾
Employee Stock Option (right to buy)	\$23.35							(4)	03/14/2024	Common Stock	(5)		210,000	D	
Employee Stock Option (right to buy)	\$23.35							(4)	03/14/2024	Common Stock	(5)		420,000	I	By Hilrod Holdings XVI, L.P.
Employee Stock Option (right to buy)	\$45.16							(6)	03/13/2025	Common Stock	(5)		158,400	D	
Employee Stock Option (right to buy)	\$45.16							(4)	03/13/2025	Common Stock	(5)		79,200	I	By Hilrod Holding XVI, L.P. (3)
Employee Stock Option (right to buy)	\$43.99							(7)	03/14/2026	Common Stock	(5)		315,000	D	
Employee Stock Option (right to buy)	\$46.27							(8)	03/14/2027	Common Stock	(5)		305,500	D	
Restricted Stock Units	(9)							(10)	(11)	Common Stock	(5)		38,100	D	
Restricted Stock Units	(9)							(12)	(11)	Common Stock	(5)		78,000	D	
Restricted Stock	(9)							(13)	(11)	Common Stock	(5)		116,100	D	

Explanation of Responses:

- 1. Sale of shares pursuant to a Rule 10b5-1 trading plan adopted December 14, 2017.
- 2. This transaction was executed in multiple trades at prices ranging from \$64.50 to \$64.72. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer of a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 3. 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 VII, L.P., Hilrod Holdings XII, L.P., Hilrod Holdings XII, L.P., Hilrod Holdings XIII, L.P., Hilrod Holdings XVI, L.P., Hilrod Holdings X
- 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.
- $6. \ The \ options \ are \ currently \ vested \ with \ respect \ to \ 79,200 \ shares. \ The \ remaining \ options \ vest \ on \ March \ 13, \ 2018.$
- 7. The options are currently vested with respect to 105,000 shares. The remaining options vest in two equal installments on March 14, 2018 and 2019.
- 8. The options vest in three equal installments on March 14, 2018, 2019 and 2020.
- 9. 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.
- 10. The remaining restricted stock units vest on March 13, 2018.
- 11. Not applicable.
- 12. The remaining restricted stock units vest in two equal installments on March 14, 2018 and 2019.
- 13. The restricted stock units vest in three equal installments on March 14, 2018, 2019 and 2020.

Paul J. Dechary, attorney-in-

<u>fact</u>

** Signature of Reporting Person

01/10/2018

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.