
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 11, 2016**

Monster Beverage Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-18761

(Commission File Number)

47-1809393

(IRS Employer Identification No.)

1 Monster Way

Corona, California 92879

(Address of principal executive offices and zip code)

(951) 739 - 6200

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 11, 2016, Monster Beverage Corporation (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to increase the number of authorized shares of the Company’s common stock, par value \$0.005 per share (“Common Stock”), from 240,000,000 shares to 1,250,000,000 shares. As discussed below, the Company’s stockholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at the Special Meeting of Stockholders of the Company (the “2016 Special Meeting”). The Certificate of Amendment is filed as Exhibit 3.1 to this report.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2016 Special Meeting was held on October 11, 2016. The Company previously filed with the Securities and Exchange Commission a proxy statement and related materials pertaining to the 2016 Special Meeting. At the 2016 Special Meeting, the following matter was submitted to a vote of the stockholders:

Proposal No. 1. To amend the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock, par value \$0.005 per share, from 240,000,000 shares to 1,250,000,000 shares.

In accordance with the results below, such proposal was approved.

Votes For	Votes Against	Abstentions
138,412,169	39,862,847	278,303

Item 8.01 Other Events

On October 14, 2016, the Company announced that its Board of Directors approved a 3-for-1 stock split of its Common Stock to be effected in the form of a 200% stock dividend. On November 9, 2016, each stockholder of record will receive two additional shares of Common Stock for each share of Common Stock owned at the close of business (Eastern Time) on October 26, 2016. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- 3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Monster Beverage Corporation
- 99.1 Press Release, dated October 14, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Monster Beverage Corporation

Date: October 14, 2016

/s/ Hilton H. Schlosberg

Hilton H. Schlosberg
Vice Chairman of the Board of Directors,
President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MONSTER BEVERAGE CORPORATION**

Monster Beverage Corporation, a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Amended and Restated Certificate of Incorporation of Monster Beverage Corporation (the "Certificate of Incorporation"), filed with the Secretary of State of the State of Delaware.

SECOND: Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“ARTICLE IV

The aggregate number of shares of stock that the Corporation shall have authority to issue is one billion two hundred fifty million (1,250,000,000) shares of common stock \$0.005 par value per share.”

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation as of October 11, 2016.

MONSTER BEVERAGE CORPORATION

By: /s/ Rodney C. Sacks
Name: Rodney C. Sacks
Title: Chief Executive Officer



PondelWilkinson

PondelWilkinson Inc.
1880 Century Park East, Suite 350
Los Angeles, CA 90067

Investor Relations
Strategic Public Relations

T (310) 279 5980
F (310) 279 5988
W www.pondel.com

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RELEASE**

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 BOARD DECLARES THREE-FOR-ONE STOCK SPLIT

Corona, CA - October 14, 2016 — Monster Beverage Corporation (NASDAQ:MNST) (the “Company”) today announced that its Board of Directors has approved a 3-for-1 split of its common stock which will be effected in the form of a 200% stock dividend. The additional shares will be distributed on November 9, 2016 to stockholders of record at the close of business (Eastern Time) on October 26, 2016. The Company anticipates its common stock to begin trading at the split-adjusted price on November 10, 2016.

Upon completion of the stock split, the number of outstanding shares of the Company’s common stock will triple to approximately 571 million shares.

Monster Beverage Corporation

Based in Corona, California, Monster Beverage Corporation is a holding company and conducts no operating business except through its consolidated subsidiaries. The Company'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. The Company's subsidiaries also develop and market Mutant™ Super Soda. For more information, visit www.monsterbevcorp.com.

Forward-Looking Statements

Certain statements made in this announcement, including, without limitation, statements about the stock split, authorized share increase and special meeting may constitute "forward-looking statements" within the meaning of the U.S. federal securities laws, as amended. The Company 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 the Company, that could cause actual results and events to differ materially from the statements made herein. For a more detailed discussion of these and other risks that could affect our operating results, see our filings with the Securities and Exchange Commission, including our annual report on Form 10-K and our subsequently filed quarterly reports on Form 10-Q. The Company's actual results could differ materially from those contained in the forward-looking statements. The Company assumes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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