SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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									
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E.

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp</u> [MNST]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
HALL MARK J				X	Director	10% Owner				
(Last) (First) (Middle) 1 MONSTER WAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)				
			03/14/2017		Chief Marketing Officer - MEC					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Filir	ng (Check Applicable				
CORONA	CA	92879		X	Form filed by One Re	porting Person				
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting				

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	03/14/2017		М		75,000	A	\$15.71	866,808	D		
Common Stock	03/14/2017		М		18,000	A	\$23.35	884,808	D		
Common Stock	03/14/2017		S		93,000	D	\$46.115 ⁽¹⁾	791,808	D		
Common Stock								30,000	I	By MJCF Hall Family Trust ⁽²⁾	

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. Transa Code (8)		of Deri Secu Acq (A) o Disp of (E	umber vative urities uired or oosed o) (Instr. 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)	\$15.71	03/14/2017		М			75,000	(3)	03/14/2023	Common Stock	75,000	\$0	90,000	D	
Employee Stock Option (right to buy)	\$23.35	03/14/2017		М			18,000	(4)	03/14/2024	Common Stock	18,000	\$0	49,500	D	
Employee Stock Option (right to buy)	\$45.16							(5)	03/13/2025	Common Stock	(6)		300,000	D	
Employee Stock Option (right to buy)	\$ 43.99							(7)	03/14/2026	Common Stock	(6)		90,000	D	
Employee Stock Option (right to buy)	\$43.64							(8)	12/01/2026	Common Stock	(6)		100,000	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$45.955 to \$46.32. 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 or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. The reporting person serves as co-trustee of the MJCF Hall Family Trust.

3. The remaining options vest on March 14, 2018.

4. The remaining options vest in two installments as follows: 22,500 shares on March 14, 2018 and 27,000 shares on March 14, 2019.

5. The options are currently vested with respect to 120,000 shares. The remaining options vest in three equal installments on March 13, 2018, 2019 and 2020.

- 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 30,000 shares. The remaining options vest in two equal installments on March 14, 2017 and 2018.
- 8. The options vest in five equal installments on December 1, 2017, 2018, 2019, 2020 and 2021.

/s/ Paul J. Dechary, attorney-infact 03/14/2017

** 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.

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.