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
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

	Iress of Reporting I		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) X Director 10% Owner				
(Last) 1 MONSTER	(First) WAY	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 09/01/2013						Cofficer (give title below) Vice Chairn	e Oth belo nan and Presid	,	
(Street) CORONA CA 92879				Amendment, Date of	Original	Filed	(Month/Day/Ye	Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Table I - No	on-Derivative	Securities Acc	quired,	Dis	posed of,	or Ben	eficially	v Owned			
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year	Execution Date,		ction Instr.			3, 4 and	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	09/01/2013	М		87,000	A	(1)	1,489,412 ⁽²⁾	D		
Common Stock							1,931,856	I	By Brandon Limited Partnership No. 1 ⁽³⁾	
Common Stock							9,815,648	I	By Brandon Limited Partnership No. 2 ⁽³⁾	
Common Stock							4	I	By HRS Holdings, L.P. ⁽³⁾	
Common Stock							4	I	By Hilrod Holdings, L.P. ⁽³⁾	
Common Stock							184,924	I	By Hilrod Holdings IV, L.P. ⁽³⁾	
Common Stock							71,428	I	By Hilrod Holdings V, L.P. ⁽³⁾	
Common Stock							257,900	I	By Hilrod Holdings VI, L.P. ⁽³⁾	
Common Stock							40,072	I	By Hilrod Holdings VII, L.P. ⁽³⁾	
Common Stock							189,528	I	By Hilrod Holdings VIII, L.P. ⁽³⁾	
Common Stock							453,740	I	By Hilrod Holdings IX, L.P. ⁽³⁾	
Common Stock							92,332	I	By Hilrod Holdings X, L.P. ⁽³⁾	
Common Stock							168,414	I	By Hilrod Holdings XI, L.P. ⁽³⁾⁽⁴⁾	

		Ta	able I - No	on-De	erivati	ve S	ecu	rities A	cquire	l, Dis	posed	of, or B	eneficially	v Owned					
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.		4. Securities Acquir Disposed Of (D) (Ins 5)		5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) ((D)	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock														170,356		I H		7 Hilrod oldings I, L.P. ⁽³⁾	
Common Stock														30,068		I 2		7 RCS 08 RAT #2 ⁽³⁾	
Common Stock														149,488		I I 2		7 RCS rect 11 RAT ⁽³⁾	
			Table II -									of, or Bei tible sec	neficially (curities)	Jwned			I		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day	Date, Transaction Code (Instr.			n of Ex		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative deriva Security Securi (Instr. 5) Benefi Owned Follow Report		rities Form: ficially Direct (I d or Indire ving (I) (Instr rted action(s)		11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa		xpiration ate	Title	Amount or Number of Shares						
Employee Stock Option (right to buy)	\$3.294								(5)	0	3/23/2015	Common Stock	2,400,000		1,904,8	390	D		
Employee Stock Option (right to buy)	\$ 8.435								(5)	1	1/11/2015	Common Stock	1,200,000		960,000		D		
Employee Stock Option (right to buy)	\$15.86								(5)	0	5/02/2018	Common Stock	800,000		326,304		304 D		
Employee Stock Option (right to buy)	\$17.82								(6)	12	2/01/2019	Common Stock	500,000		300,00	00	D		
Employee Stock Option (right to buy)	\$53.96								(7)	0	5/03/2023	Common Stock	210,000		210,00	00	D		
Restricted Stock Units	(8)	09/01/2013			М			87,000	(9)		(10)	Common Stock	261,000	(1)	87,00	0	D		

Explanation of Responses:

Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date. Accordingly, these restricted stock units were settled in shares of common stock.
 As a result of the distribution of shares, which were previously reported as indirectly beneficially owned by the reporting person, as the proceeds of an in-kind annuity payment from an existing grantor retained annuity trust to the reporting person, the total amount of shares directly owned has increased.

3. The reporting person is one of the general partners of each of Brandon Limited Partnership No. 1, Brandon Limited Partnership No. 2, HRS Holdings, L.P., Hilrod Holdings, L.P., Hilrod Holdings IV, L.P., Hilrod Holdings VI, L

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

5. The options are currently vested.

6. The options are currently vested with respect to 100,000 shares. The remaining options vest in two equal installments on December 1, 2013 and 2014.

7. The options vest in three equal installments on June 3, 2014, 2015 and 2016.

8. 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.

9. The remaining restricted stock units vest on September 1, 2014.

10. Not applicable.

Remarks:

Hilton H. Schlosberg

** Signature of Reporting Person

09/04/2013 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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