

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	
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1. Name and Address of Reporting Person* <u>SCHLOSBERG HILTON H</u> (Last) (First) (Middle) <u>MONSTER BEVERAGE CORPORATION</u> <u>550 MONICA CIRCLE, SUITE 201</u> (Street) <u>CORONA CA 92880</u> (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) <u>Vice Chairman and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								1,393,301 ⁽¹⁾	D	
Common Stock								1,931,856	I	By Brandon Limited Partnership No. 1 ⁽²⁾
Common Stock								9,815,648	I	By Brandon Limited Partnership No. 2 ⁽²⁾
Common Stock	07/25/2013		j ⁽³⁾ (4)(5)		1,415,728	D	\$0	4	I	By HRS Holdings, L.P. ⁽²⁾⁽⁶⁾
Common Stock	07/25/2013		j ⁽³⁾ (4)(5)		6,305,136	D	\$0	4	I	By Hilrod Holdings, L.P. ⁽²⁾⁽⁶⁾
Common Stock								184,924	I	By Hilrod Holdings IV, L.P. ⁽²⁾
Common Stock								71,428	I	By Hilrod Holdings V, L.P. ⁽²⁾
Common Stock								257,900	I	By Hilrod Holdings VI, L.P. ⁽²⁾
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. ⁽²⁾
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. ⁽²⁾
Common Stock								453,740	I	By Hilrod Holdings IX, L.P. ⁽²⁾
Common Stock								92,332	I	By Hilrod Holdings X, L.P. ⁽²⁾
Common Stock								186,636	I	By Hilrod Holdings XI, L.P. ⁽²⁾

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								170,356	I	By Hilrod Holdings XII, L.P. ⁽²⁾
Common Stock								30,068	I	By RCS 2008 GRAT #2 ⁽²⁾
Common Stock								149,488	I	By RCS Direct 2011 GRAT ⁽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. Transaction Code (Instr. 8)				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)	\$3.294							(7)	03/23/2015	Common Stock	2,400,000		1,904,890	D	
Employee Stock Option (right to buy)	\$8.435							(7)	11/11/2015	Common Stock	1,200,000		960,000	D	
Employee Stock Option (right to buy)	\$15.86							(7)	06/02/2018	Common Stock	800,000		326,304	D	
Employee Stock Option (right to buy)	\$17.82							(8)	12/01/2019	Common Stock	500,000		300,000	D	
Employee Stock Option (right to buy)	\$53.96							(9)	06/03/2023	Common Stock	210,000		210,000	D	
Restricted Stock Units	(10)							(11)	(12)	Common Stock	261,000		174,000	D	

Explanation of Responses:

- Includes 63,051 shares distributed to the reporting person by Hilrod Holdings, L.P. ("Hilrod") and 14,157 shares distributed to the reporting person by HRS Holdings, L.P. ("HRS"), which shares were previously reported as indirectly beneficially owned by the reporting person due to his general partnership interest in Hilrod and HRS.
- 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 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., and Hilrod Holdings XII, L.P. The reporting person is the co-trustee of RCS 2008 GRAT #2 and the trustee of RCS Direct 2011 GRAT.
- On July 25, 2013, Hilrod and HRS each distributed, without consideration, all but 4 shares of Common Stock previously reported as directly held by each of them, to (i) the reporting person, as a general partner of each of Hilrod and HRS, his pro rata portion (determined based on his respective general partnership interest, which general partnership interest represented ownership equal to 1% of each of Hilrod and HRS) of the shares of Common Stock distributed by Hilrod and HRS, as applicable; and (ii) Mr. Sacks, as a general partner of each of Hilrod and HRS, his pro rata portion (determined based on his respective general partnership interest, which general partnership interest represented ownership equal to 1% of each of Hilrod and HRS) of the shares of Common Stock distributed by Hilrod and HRS, as applicable.
- On July 25, 2013, Hilrod and HRS also each distributed, without consideration, all but 4 shares of Common Stock previously reported as directly held by each of them, to their respective limited partners, which are entities for the benefit of certain family members of the reporting person and Mr. Sacks, as applicable, pro rata, the remaining shares of Common Stock distributed by Hilrod and HRS, and such limited partners subsequently transferred such shares of Common Stock to other entities for the benefit of certain family members of the reporting person or Mr. Sacks, as applicable, which entities are controlled by an independent third party, Sterling Trustees LLC.
- The July 25, 2013 distributions were effected for the purpose of restructuring family holdings.
- As a result of the July 25, 2013 distributions, Hilrod and HRS each continue to beneficially own 4 shares of the Company's common stock. Accordingly, the reporting person continues to indirectly beneficially own the shares reported as directly held by Hilrod and HRS.
- The options are currently vested.
- 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.
- The options vest in three equal installments on June 3, 2014, 2015 and 2016.
- 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.
- The remaining restricted stock units vest in two equal installments on September 1, 2013 and 2014.
- Not applicable.

Remarks:

Hilton H. Schlosberg

07/29/2013

** 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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