

| OMB APPROVAL | |
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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

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

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>KELLY THOMAS J</u> (Last) (First) (Middle) <u>1 MONSTER WAY</u> (Street) <u>CORONA CA 92879</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;">Chief Financial Officer</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/12/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/12/2024 | | M | | 934 | A | (1) | 60,990 | D | |
| Common Stock | 03/12/2024 | | F | | 474 | D | \$59.82 | 60,516 | D | |
| Common Stock | 03/14/2024 | | M | | 1,132 | A | (1) | 61,648 | D | |
| Common Stock | 03/14/2024 | | M | | 2,000 | A | (1) | 63,648 | D | |
| Common Stock | 03/14/2024 | | A ⁽²⁾ | | 7,336 | A | \$0 | 70,984 | D | |
| Common Stock | 03/14/2024 | | F | | 5,306 | D | \$60.3 | 65,678 | D | |

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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 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 | | | | | |
| Employee Stock Option (right to buy) | \$22.58 | | | | | | | (3) | 03/13/2025 | Common Stock | (4) | 4,428 | D | |
| Employee Stock Option (right to buy) | \$21.99 | | | | | | | (3) | 03/14/2026 | Common Stock | (4) | 4,542 | D | |
| Employee Stock Option (right to buy) | \$21.82 | | | | | | | (3) | 12/01/2026 | Common Stock | (4) | 4 | D | |
| Employee Stock Option (right to buy) | \$29.37 | | | | | | | (3) | 03/14/2028 | Common Stock | (4) | 6,808 | D | |
| Employee Stock Option (right to buy) | \$29.84 | | | | | | | (3) | 03/14/2029 | Common Stock | (4) | 10,000 | D | |
| Employee Stock Option (right to buy) | \$31.2 | | | | | | | (3) | 03/13/2030 | Common Stock | (4) | 24,000 | D | |
| Employee Stock Option (right to buy) | \$44.47 | | | | | | | (3) | 03/12/2031 | Common Stock | (4) | 10,000 | D | |

**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) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 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) | \$36.62 | | | | | | | (5) | 03/14/2032 | Common Stock | (4) | | 20,000 | D | |
| Employee Stock Option (right to buy) | \$50.82 | | | | | | | (6) | 03/14/2033 | Common Stock | (4) | | 10,000 | D | |
| Employee Stock Option (right to buy) | \$50.82 | | | | | | | (6) | 03/14/2033 | Common Stock | (4) | | 10,000 | D | |
| Employee Stock Option (right to buy) | \$60.3 | 03/14/2024 | | A | | 9,000 | | (7) | 03/14/2034 | Common Stock | 9,000 | \$0 | 9,000 | D | |
| Restricted Stock Units | (8) | 03/12/2024 | | M | | 934 | | (9) | (10) | Common Stock | 934 | \$0 | 0 | D | |
| Restricted Stock Units | (8) | 03/14/2024 | | M | | 2,000 | | (11) | (10) | Common Stock | 2,000 | \$0 | 2,000 | D | |
| Restricted Stock Units | (8) | 03/14/2024 | | M | | 1,132 | | (12) | (10) | Common Stock | 1,132 | \$0 | 2,268 | D | |
| Restricted Stock Units | (8) | 03/14/2024 | | A | | 3,000 | | (13) | (10) | Common Stock | 3,000 | \$0 | 3,000 | 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.
- Received upon the achievement of the vesting criteria applicable to performance share units granted under the Monster Beverage Corporation 2020 Omnibus Incentive Plan (the "2020 Omnibus Incentive Plan"), achievement of which was certified by the Compensation Committee of the Company's Board of Directors. Each performance share unit represents a contingent right to receive one share of the Company's common stock as of the applicable vesting date.
- The options are fully vested.
- No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
- The options are currently vested with respect to 13,332 shares. The remaining options vest on March 14, 2025.
- The options are currently vested with respect to 3,332 shares. The remaining options vest in two installments as follows: 3,334 shares on March 14, 2025 and 3,334 on March 14, 2026.
- The options vest in three equal installments on March 14, 2025, March 14, 2026 and March 14, 2027.
- The restricted stock units were granted under the 2020 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 restricted stock units are fully vested.
- Not applicable.
- The remaining restricted stock units vest on March 14, 2025.
- The remaining restricted stock units vest in two installments as follows: 1,134 units on March 14, 2025 and 1,134 units on March 14, 2026.
- The restricted stock units vest in three equal installments on March 14, 2025, March 14, 2026 and March 14, 2027.

Paul J. Dechary, attorney-in-fact

03/14/2024

** 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.