

UNITED STATES  
SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

Hansen Natural Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

411310105  
(CUSIP Number)

Rodney C. Sacks  
1010 Railroad Street  
Corona, California 92882  
(909) 739-6200

With a copy to:

Benjamin M. Polk, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 1, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ] .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.ss. 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 411310105

13D/A

Page 2 of 10 Pages

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

Brandon Limited Partnership No. 1

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP (SEE INSTRUCTIONS)

(a)   
(b)

-----  
(3) SEC USE ONLY

-----  
(4) SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC (See Item 3)

-----  
(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	(7) SOLE VOTING POWER	0
<hr/>		
SHARES		
BENEFICIALLY	(8) SHARED VOTING POWER	297,822
<hr/>		
OWNED BY		
EACH	(9) SOLE DISPOSITIVE POWER	0
<hr/>		
REPORTING		
PERSON WITH	(10) SHARED DISPOSITIVE POWER	297,822

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

297,822

-----

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

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(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

2.7%

-----

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

Brandon Limited Partnership No. 2

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF	(7) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(8) SHARED VOTING POWER	1,591,667
OWNED BY		
EACH	(9) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON WITH	(10) SHARED DISPOSITIVE POWER	1,591,667

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

1,591,667

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

14.6%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

Rodney Cyril Sacks

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

NUMBER OF (7) SOLE VOTING POWER  
SHARES 655,000

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 1,889,489

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING 655,000

PERSON WITH (10) SHARED DISPOSITIVE POWER  
1,889,489

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

2,544,489

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

23.0%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

- (1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS (ENTITIES ONLY)

Hilton Hiller Schlosberg

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER  
OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF (See Item 3)

- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF (7) SOLE VOTING POWER  
SHARES 614,097

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 1,891,489

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING 614,097

PERSON WITH (10) SHARED DISPOSITIVE POWER  
1,891,489

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

2,505,586

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- (13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

22.7%

- (14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

## INTRODUCTION

This Amendment No. 5 ("AMENDMENT NO. 5") amends the statement on Schedule 13D dated November 21, 1990 (the "ORIGINAL STATEMENT"), as amended by Amendment No. 1 dated March 29, 1991 ("AMENDMENT NO. 1"), Amendment No. 2 dated June 11, 1993 ("AMENDMENT NO. 2"), Amendment No. 3 dated August 29, 1994 ("AMENDMENT NO. 3") and Amendment No. 4 dated November 22, 2004 ("AMENDMENT NO. 4") (the Original Statement, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5 are sometimes referred to herein collectively as this "STATEMENT ON SCHEDULE 13D"), relating to the common stock, par value \$.005 per share ("COMMON STOCK"), of Hansen Natural Corporation, a Delaware corporation (formerly known as Unipac Corporation) (the "COMPANY").

Any capitalized terms used in this Amendment No. 4 and not otherwise defined herein shall have the meanings ascribed to such terms in the Original Statement, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4.

## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

THE SECOND PARAGRAPH OF ITEM 3 IS HEREBY AMENDED BY DELETING THE SECOND PARAGRAPH OF ITEM 3 IN ITS ENTIRETY AND INSERTING IN LIEU THEREOF THE FOLLOWING:

This statement on Schedule 13D relates to a total of 3,160,586 shares of Common Stock beneficially owned by the Reporting Persons, consisting of (i) 297,822 shares by Brandon No. 1, (ii) 1,591,667 shares by Brandon No. 2, (iii) 655,000 shares by Sacks (not including shares indirectly beneficially owned through Brandon No. 1 and Brandon No. 2), and (iv) 616,097 shares by Schlosberg (not including shares indirectly beneficially owned through Brandon No. 1 and Brandon No. 2).

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

ITEM 5 IS HEREBY AMENDED BY DELETING ITEM 5 IN ITS ENTIRETY AND INSERTING IN LIEU THEREOF THE FOLLOWING:

See the response to Item 4 of this Schedule 13D, which is hereby incorporated by reference into this Item 5.

(a)-(b) As of the date hereof, the aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons is 3,160,586 shares, or 28.2% of the Common Stock.

As of the date hereof, Brandon No. 1 and Brandon No. 2 directly beneficially own 297,822 shares, or 2.7%, of the Common Stock and 1,591,667 shares, or 14.6%, of the Common Stock, respectively. Each of Brandon No. 1 and Brandon No. 2 has shared power to vote and dispose of all shares of the Common Stock that are directly beneficially owned by it.

As of the date hereof, Sacks beneficially owns an aggregate of 2,544,489 shares, or 23.0%, of the Common Stock, as follows:

NUMBER OF SHARES	NATURE OF BENEFICIAL OWNERSHIP	NATURE OF VOTING AND DISPOSITION POWER WITH RESPECT TO SUCH SHARES
495,000	Direct ownership of shares.	Sole power.
160,000	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof (as discussed in Item 4).	Sole power.
297,822	Indirect ownership through Brandon No. 1 as one of the general partners of Brandon No. 1.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 1.
1,591,667	Indirect ownership through Brandon No. 2 as one of the general partners of Brandon No. 2.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 2.

As of the date hereof, Schlosberg beneficially owns an aggregate of 2,505,586 shares, or 22.7%, of the Common Stock, as follows:

NUMBER OF SHARES	NATURE OF BENEFICIAL OWNERSHIP	NATURE OF VOTING AND DISPOSITION POWER
454,097	Direct ownership of shares.	Sole power.
2,000	Direct ownership of shares jointly with his wife.	Shared power.
160,000	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof (as discussed in Item 4).	
297,822	Indirect ownership through Brandon No. 1 as one of the general partners of Brandon No. 1.	Sole power. May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 1.
1,591,667	Indirect ownership through Brandon No. 2 as one of the general partners of Brandon No. 2.	May be deemed to have shared power by virtue of his position as one of the general partners of Brandon No. 2.

Percentages calculated in this Schedule 13D with respect to Brandon No. 1 and Brandon No. 2 are based upon an aggregate of 10,891,103 shares of Common Stock outstanding as of November 30, 2004 (the "Aggregate Outstanding Shares"). Percentages calculated in this Schedule 13D with respect to each of Sacks and Schlosberg are based upon the Aggregate Outstanding Shares plus 160,000 shares of Common Stock issuable to such person upon exercise of options to purchase Common Stock. Percentages calculated in this Schedule 13D with respect to the Reporting Persons as a group are based upon the Aggregate Outstanding Shares plus 320,000 shares of Common Stock issuable to the Reporting Persons upon exercise of options to purchase Common Stock.

Each of the Reporting Persons disclaims beneficial ownership of the Common Stock held by the other Reporting Persons, except for (a) with respect to Mr. Schlosberg (i) 456,097 shares of Common Stock that he beneficially owns directly (2,000 of which he jointly owns with his wife); (ii) 160,000 shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof; and (iii) 69,411 shares held by Brandon No. 1 with respect to the limited partnership interests in Brandon No. 1 held by Mr. Schlosberg and his children, and (b) with respect to Mr. Sacks (i) 495,000 shares of Common Stock that he beneficially owns directly; (ii) 160,000 shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof; and (iii) 65,046 shares held by Brandon No. 1 with respect to the limited partnership interests in Brandon No. 1 held by Mr. Sacks, his children, a limited partnership of which Mr. Sacks is the general partner and he and his children are the limited partners, and a trust for the benefit of his children.



c) Following are transactions in the Company's securities effected by the Reporting Persons since the last transaction disclosed in Amendment No. 4:

## BRANDON NO. 2

DATE	NUMBER OF SHARES OF COMMON STOCK	A/D*	PRICE PER SHARE	WHERE AND HOW THE TRANSACTION WAS EFFECTED
12/01/04	200,000	D	N/A	Shares distributed to limited partners of Brandon No. 2 in accordance with the terms of its partnership agreement.

\* "A" means an acquisition of securities and "D" means a disposition of securities.

(d) Not applicable.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 8, 2004

BRANDON LIMITED PARTNERSHIP NO. 1

By: /s/ Rodney C. Sacks

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Name: Rodney C. Sacks  
Title: General Partner

BRANDON LIMITED PARTNERSHIP NO. 2

By: /s/ Rodney C. Sacks

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Name: Rodney C. Sacks  
Title: General Partner

/s/ Rodney C. Sacks

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RODNEY C. SACKS

/s/ Hilton H. Schlosberg

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HILTON H. SCHLOSBERG