
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 5, 2007**

Hansen Natural Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-18761

(Commission File Number)

39-1679918

(IRS Employer Identification No.)

**1010 Railroad Street
Corona, California 92882**

(Address of principal executive offices and zip code)

(951) 739 - 6200

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 5, 2007, Hansen Natural Corporation ("Hansen" or the "Company") received an additional Nasdaq Staff Determination letter (the "Nasdaq Notice") from The Nasdaq Stock Market ("Nasdaq") stating that because the Company has not yet filed its Form 10-K for the fiscal year ended December 31, 2006, it is not in compliance with the filing requirements for continued listing under Nasdaq Marketplace Rule 4310(c)(14), and that this filing delinquency serves as an additional basis for delisting the Company's securities from Nasdaq. With respect to earlier delinquencies, the Nasdaq Listing Qualifications Panel (the "Panel") has granted the Company's request for continued listing of the Company's securities on Nasdaq, subject to certain conditions as previously disclosed in the Company's Form 8-K filed on March 1, 2007. The Company intends to present its views with respect to this additional deficiency to the Panel by March 12, 2007.

A copy of Hansen's press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 - Press release dated March 8, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hansen Natural Corporation

Date: March 8, 2007

/s/ Hilton H. Schlosberg

Hilton H. Schlosberg
Vice Chairman of the Board of Directors,
President and Chief Financial Officer

CONTACTS: Rodney C. Sacks
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Hilton H. Schlosberg
Vice Chairman
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Hansen Receives Anticipated Letter from Nasdaq Regarding Form 10-K Filing

Corona, Ca—March 8, 2007—Hansen Natural Corporation (NASDAQ:HANS) announced today that it received an additional Nasdaq Staff Determination letter on March 5, 2007, stating that the Company is not in compliance with the filing requirements for continued listing under Nasdaq Marketplace Rule 4310(c)(14) due to the delayed filing of the Company's Form 10-K for the fiscal year ended December 31, 2006, and that this filing delinquency serves as an additional basis for delisting the Company's securities from The Nasdaq Capital Market.

With respect to earlier delinquencies, the Nasdaq Listing Qualifications Panel (the "Panel") has granted the Company's request for continued listing of the Company's securities on Nasdaq, subject to certain conditions as previously disclosed in the Company's Form 8-K filed on March 1, 2007. The Company intends to present its views with respect to this additional deficiency to the Panel by March 12, 2007.

The Company has previously announced that a special committee is undertaking an investigation of option grants. The Company intends to file its Form 10-K as soon as practicable after the completion of the investigation by the special committee.

Based in Corona, California, Hansen Natural Corporation markets and distributes Hansen's[®] Natural Sodas, Signature Sodas, fruit juice Smoothies, Energy drinks, Energade[®] energy sports drinks, E20 Energy Water[®], Sparkling Lemonades and Orangeades, multi-vitamin juice drinks in aseptic packaging, Junior Juice[®] juice, iced teas, lemonades and juice cocktails,

(more)

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apple juice and juice blends, Blue Sky[®] brand beverages, Monster Energy[®] brand energy drinks, Lost[®] Energy[™] brand energy drinks, Joker Mad Energy[™], Unbound[®] Energy and Ace[™] Energy brand energy drinks, Rumba[™] brand energy juice, and Fizzit[™] brand powdered drink mixes. For more information visit www.hansens.com and www.monsterenergy.com.

The press release contains forward-looking statements concerning Hansen's plans to present its views to the Nasdaq Listing Qualifications Panel in writing and the special committee's continuing review of Hansen's stock option grant practices and related accounting. There can be no assurance concerning the outcomes of the hearing request or the special committee's review. Forward-looking statements are made as of the date of this press release and, except as required by law, Hansen does not undertake an obligation to update its forward-looking statements to reflect future events or circumstances.

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