

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) I MONSTER WAY (Street) CORONA CA 92879 (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) 10/01/2014 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 10/01/2014 | | s ⁽¹⁾ | | 781 | D | \$91.02 ⁽²⁾ | 108,226 | D | |
| Common Stock | 10/02/2014 | | s ⁽¹⁾ | | 580 | D | \$91.06 ⁽³⁾ | 107,646 | D | |
| Common Stock | 10/03/2014 | | s ⁽¹⁾ | | 16,111 | D | \$91.44 ⁽⁴⁾ | 91,535 | D | |
| Common Stock | 10/03/2014 | | s ⁽¹⁾ | | 11,104 | D | \$92.14 ⁽⁵⁾ | 80,431 | D | |
| Common Stock | | | | | | | | 1,881,856 | I | By Brandon Limited Partnership No. 1 ⁽⁶⁾ |
| Common Stock | | | | | | | | 9,815,648 | I | By Brandon Limited Partnership No. 2 ⁽⁶⁾ |
| Common Stock | 10/01/2014 | | s ⁽¹⁾ | | 4 | D | \$91 | 0 | I | By HRS Holdings, L.P. ⁽⁶⁾ |
| Common Stock | 10/01/2014 | | s ⁽¹⁾ | | 4 | D | \$91 | 0 | I | By Hilrod Holdings, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 184,924 | I | By Hilrod Holding IV, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 71,428 | I | By Hilrod Holding V, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 257,900 | I | By Hilrod Holding VI, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 40,072 | I | By Hilrod Holding VII, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 189,528 | I | By Hilrod Holding VIII, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 401,148 | I | By Hilrod Holding IX, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 83,306 | I | By Hilrod Holding X, L.P. ⁽⁶⁾ |

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 | | | | | | | | 168,414 | I | By Hilrod Holding XI, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 170,356 | I | By Hilrod Holding XII, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 800,000 | I | By Hilrod Holding XIII, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 2,000,000 | I | By Hilrod Holding XIV, L.P. ⁽⁶⁾ |
| Common Stock | | | | | | | | 30,068 | I | By RCS 2008 GRAT #2 ⁽⁶⁾ |
| Common Stock | | | | | | | | 102,828 | I | By RCS Direct 2011 GRAT ⁽⁶⁾ |

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) | \$3.294 | | | | | | | (7) | 03/23/2015 | Common Stock | 2,110,630 | | 1,156,884 | D | |
| Employee Stock Option (right to buy) | \$3.294 | | | | | | | (7) | 03/23/2015 | Common Stock | 289,370 | | 289,370 | I | By Hilrod Holdings XV, L.P. ⁽⁶⁾ |
| 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 | | 18,912 | D | |
| Employee Stock Option (right to buy) | \$17.82 | | | | | | | (8) | 12/01/2019 | Common Stock | 500,000 | | 100,000 | D | |
| Employee Stock Option (right to buy) | \$53.96 | | | | | | | (9) | 06/03/2023 | Common Stock | 140,000 | | 140,000 | D | |
| Employee Stock Option (right to buy) | \$53.96 | | | | | | | (7) | 06/03/2023 | Common Stock | 70,000 | | 70,000 | I | By Hilrod Holdings XV, L.P. ⁽⁶⁾ |
| Employee Stock Option (right to buy) | \$70.06 | | | | | | | (10) | 03/14/2014 | Common Stock | 210,000 | | 210,000 | D | |

Explanation of Responses:

1. Sale of shares pursuant to a Rule 10b5-1 trading plan adopted September 12, 2014.

2. This transaction was executed in multiple trades at prices ranging from \$91.00 to \$91.09. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

3. This transaction was executed in multiple trades at prices ranging from \$91.00 to \$91.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
4. This transaction was executed in multiple trades at prices ranging from \$91.00 to \$92.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
5. This transaction was executed in multiple trades at prices ranging from \$92.01 to \$92.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
6. 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., Hilrod Holdings XII, L.P., Hilrod Holdings XIII, L.P., Hilrod Holdings XIV, L.P. and Hilrod Holdings XV, L.P. The reporting person is the co-trustee of RCS 2008 GRAT #2 and the trustee of RCS Direct 2011 GRAT.
7. The options are currently vested.
8. The remaining options vest on December 1, 2014.
9. The remaining options vest in two equal installments on June 3, 2015 and 2016.
10. The options vest in three equal installments on March 14, 2015, 2016 and 2017.

Remarks:

Hilton H. Schlosberg

10/03/2014

** 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.