

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 11)\*

**Hansen Natural Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**411310105**

(CUSIP Number)

**Rodney C. Sacks**  
**550 Monica Circle, Suite 201**  
**Corona, California 92880**  
**(951) 739-6200**

With a copy to:

**Michael R. Littenberg, 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 13, 2011**

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 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).

CUSIP No. 411310105

13D/A

- (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)  x

(b)  o

- (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

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
990,928

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
990,928

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
990,928

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
1.1%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

(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) x

---

(b) o

---

(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) o

---

(6) Citizenship or Place of Organization  
Cayman Islands

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
4,907,824

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
4,907,824

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
4,907,824

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

---

(13) Percent of Class Represented by Amount in Row (11)  
5.2%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

Rodney Cyril Sacks

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

---

(b)  o

---

(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)  o

---

(6) Citizenship or Place of Organization  
United States of America

---

(7) Sole Voting Power  
3,586,724

---

(8) Shared Voting Power  
11,151,874

---

(9) Sole Dispositive Power  
3,586,724

---

(10) Shared Dispositive Power  
11,151,874

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
14,738,598

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

---

(13) Percent of Class Represented by Amount in Row (11)  
15.7%

---

(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)  x

---

(b)  o

---

- (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)  o
- 

- (6) Citizenship or Place of Organization  
United Kingdom
- 

- (7) Sole Voting Power  
3,348,500
- 

- (8) Shared Voting Power  
11,151,874
- 

- (9) Sole Dispositive Power  
3,348,500
- 

- (10) Shared Dispositive Power  
11,151,874
- 

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
14,500,374
- 

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
- 

- (13) Percent of Class Represented by Amount in Row (11)  
15.5%
- 

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(14) Type of Reporting Person (See Instructions)  
IN

---

5

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

HRS Holdings, L.P.

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

---

(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)  o

---

(6) Citizenship or Place of Organization  
Delaware

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
757,866

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
757,866

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
757,866

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.8%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

6

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings, L.P.

---

(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  
Delaware

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(7) Sole Voting Power  
0

---

(8) Shared Voting Power  
3,557,570

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
3,557,570

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,557,570

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
3.8%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

7

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings IV, L.P.

---

(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  
Delaware

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(7) Sole Voting Power  
0

---



(8) Shared Voting Power  
92,462

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
92,462

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
92,462

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.1%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

8

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings V, L.P.

---

(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

(7) Sole Voting Power  
0

---

Number of Shares Beneficially Owned by Each Reporting Person With (8) Shared Voting Power  
35,714

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
35,714

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
35,714

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.04%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings VI, L.P.

---

(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  
Delaware

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
128,950

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
128,950

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
128,950

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.1%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

10

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings VII, L.P.

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

---

(b)  o

---

(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  
Delaware

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
30,036

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
30,036

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
30,036

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.03%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings VIII, L.P.

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

(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)  o

(6) Citizenship or Place of Organization  
Delaware

(7) Sole Voting Power  
0

(8) Shared Voting Power  
114,764

(9) Sole Dispositive Power  
0

(10) Shared Dispositive Power  
114,764

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
114,764

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

(13) Percent of Class Represented by Amount in Row (11)  
0.1%

(14) Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings IX, L.P.

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

---

(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)  o

---

(6) Citizenship or Place of Organization  
Delaware

---

(7) Sole Voting Power  
0

---

(8) Shared Voting Power  
286,098

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
286,098

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
286,098

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

---

(13) Percent of Class Represented by Amount in Row (11)  
0.3%

---

(14) Type of Reporting Person (See Instructions)

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 411310105

13D/A

- (1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings X, L.P.

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

- (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)  o

- (6) Citizenship or Place of Organization  
Delaware

- (7) Sole Voting Power  
0

- (8) Shared Voting Power  
56,166

- (9) Sole Dispositive Power  
0

- (10) Shared Dispositive Power  
56,166

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
56,166

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

(13) Percent of Class Represented by Amount in Row (11)  
0.06%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

14

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings XI, L.P.

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

---

(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)  o

---

(6) Citizenship or Place of Organization  
Delaware

---

(7) Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
108,318

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
108,318

---



(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
108,318

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.1%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

15

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Hilrod Holdings XII, L.P.

---

(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  
Delaware

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(7) Sole Voting Power  
0

---

(8) Shared Voting Power  
85,178

---

(9) Sole Dispositive Power  
0

---

(10) Shared Dispositive Power  
85,178

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
85,178

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.1%

---

(14) Type of Reporting Person (See Instructions)  
PN

---

16

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

The RCS 2008 Grantor Retained Annuity Trust

---

(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  
California

---

(7) Sole Voting Power  
15,034

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
0

---

(9) Sole Dispositive Power  
15,034

---

(10) Shared Dispositive Power  
0

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
15,034

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.02%

---

(14) Type of Reporting Person (See Instructions)  
OO

---

17

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

The RCS 2009 Grantor Retained Annuity Trust

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

---

(b)  o

---

(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  
California

---

(7) Sole Voting Power  
74,514

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
0

---

(9) Sole Dispositive Power  
74,514

---

(10) Shared Dispositive Power  
0

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
74,514

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.08%

---

(14) Type of Reporting Person (See Instructions)  
OO

---

18

---

CUSIP No. 411310105

13D/A

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

The RCS Direct Grantor Retained Annuity Trust

---

(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  
California

---

(7) Sole Voting Power  
34,010

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
0

---

(9) Sole Dispositive Power  
34,010

---

(10) Shared Dispositive Power  
0

---

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
34,010

---

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

(13) Percent of Class Represented by Amount in Row (11)  
0.04%

---

(14) Type of Reporting Person (See Instructions)  
OO

---

(1) Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

The RCS Direct Grantor Retained Annuity Trust #2

---

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

(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)  o

(6) Citizenship or Place of Organization  
California

(7) Sole Voting Power  
12,080

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power  
0

(9) Sole Dispositive Power  
12,080

(10) Shared Dispositive Power  
0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
12,080

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

(13) Percent of Class Represented by Amount in Row (11)  
0.01%

(14) Type of Reporting Person (See Instructions)  
OO

This Amendment No. 11 (“Amendment No. 11”) 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”), Amendment No. 4 dated November 22, 2004 (“Amendment No. 4”), Amendment No. 5 dated December 1, 2004 (“Amendment No. 5”), Amendment No. 6 dated December 29, 2005 (“Amendment No. 6”), Amendment No. 7 dated January 13, 2005 (“Amendment No. 7”), Amendment No. 8 dated February 2, 2006 (“Amendment No. 8”), Amendment No. 9 filed February 23, 2010 (“Amendment No. 9”) and Amendment No. 10 filed November 23, 2011 (“Amendment No. 10”) (the Original Statement, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10 and Amendment No. 11 are sometimes referred to herein collectively as this “statement on Schedule 13D”), relating to the common stock, par value \$0.005 per share (“Common Stock”), of Hansen Natural Corporation, a corporation organized under the laws of the state of Delaware (the “Company”). This Amendment No. 11 reflects transactions and developments through December 14, 2011, relating to such persons’ respective holdings of the Company. The Reporting Persons may be deemed to constitute a “group” and, accordingly, jointly file this Amendment No. 11. A joint filing agreement by the Reporting Persons is attached hereto as Exhibit A.

Any capitalized terms used in this Amendment No. 11 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, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9 and Amendment No. 10.

## **Item 2. Identity and Background**

**Item 2(a) is hereby amended by deleting Item 2(a) in its entirety and inserting in lieu thereof the following:**

(a) The reporting persons are Brandon Limited Partnership No. 1, a limited partnership organized under the laws of the Cayman Islands (“Brandon No. 1”), Brandon Limited Partnership No. 2, a limited partnership organized under the laws of the Cayman Islands (“Brandon No. 2”), Rodney Cyril Sacks, a natural person in his individual capacity (“Mr. Sacks”), Hilton Hiller Schlosberg, a natural person in his individual capacity (“Mr. Schlosberg”), HRS Holdings, L.P., a limited partnership organized under the laws of the state of Delaware (“HRS Holdings”), Hilrod Holdings, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod Holdings”), Hilrod Holdings IV, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod IV”), Hilrod Holdings V, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod V”), Hilrod Holdings VI, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod VI”), Hilrod Holdings VII, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod VII”), Hilrod Holdings VIII, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod VIII”), Hilrod Holdings IX, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod IX”), Hilrod Holdings X, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod X”), Hilrod Holdings XI, L.P., a limited

21

---

CUSIP No. 411310105

13D/A

---

partnership organized under the laws of the state of Delaware (“Hilrod XI”), Hilrod Holdings XII, L.P., a limited partnership organized under the laws of the state of Delaware (“Hilrod XII”), The RCS 2008 Grantor Retained Annuity Trust, a grantor retained annuity trust organized under the laws of California (“RCS 2008”), The RCS 2009 Grantor Retained Annuity Trust, a grantor retained annuity trust organized under the laws of California (“RCS 2009”), The RCS Direct Grantor Retained Annuity Trust, a grantor retained annuity trust organized under the laws of California (“RCS Direct”) and The RCS Direct Grantor Retained Annuity Trust #2, a grantor retained annuity trust organized under the laws of California (“RCS Direct #2”).

The general partners of each of Brandon No. 1, Brandon No. 2, HRS Holdings, Hilrod, Hilrod IV, Hilrod V, Hilrod VI, Hilrod VII, Hilrod VIII, Hilrod IX, Hilrod X, Hilrod XI and Hilrod XII are Mr. Sacks and Mr. Schlosberg.

The sole trustee of RCS 2008, RCS 2009, RCS Direct and RCS Direct #2 is Mr. Sacks.

**Item 2(b) is hereby amended and supplemented by adding the following:**

The principal business address for Hilrod XII is 550 Monica Circle, Suite 201, Corona, California 92880.

**Item 2(c) is hereby amended and supplemented by adding the following:**

The principal business of Hilrod XII is to invest in, acquire, hold, sell, dispose of and otherwise deal in shares of the Common Stock and other securities of the Company.

**Item 2(d) is hereby amended by deleting Item 2(d) in its entirety and inserting in lieu thereof the following:**

During the last five years, no Reporting Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

**Item 2(e) is hereby amended by deleting Item 2(e) in its entirety and inserting in lieu thereof the following:**

During the last five years, no Reporting Person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any Reporting Person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## **Item 3. Source and Amount of Funds or Other Consideration**

**Item 3 is hereby amended and supplemented by adding the following:**

Shares of Common Stock of the Company purchased by each of Mr. Sacks and Mr. Schlosberg were subsequently transferred to Hilrod XII by Mr. Sacks and Mr. Schlosberg.

**Item 4. Purpose of Transaction****Item 4 is hereby amended and supplemented by adding the following:**

This Amendment No. 11 is being filed to reflect the entry into a plan intended to comply with Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended.

On December 13, 2011, Rodney C. Sacks and Hilton H. Schlosberg entered into a trading plan (the "Trading Plan") with Roth Capital Partners, LLC ("Broker") pursuant to which Broker is authorized and directed to sell on behalf of certain Reporting Persons up to 210,000 shares of Common Stock through February 23, 2012, subject to satisfaction of certain conditions, including, among others, trading price. A copy of the Trading Plan is being filed as an exhibit hereto and the foregoing description of the Trading Plan is qualified in its entirety by reference to the Trading Plan.

None of the Reporting Persons has any present plans or proposals which relate to or would result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D except as otherwise discussed in this Item 4. The Reporting Persons may, from time to time, and reserve the right to, change their plans or intentions and to take any and all actions that they deem appropriate to maximize the value of their investment, including, among other things, from time to time, disposing of any securities of the Company owned by them or formulating other plans or proposals regarding the Company or its securities to the extent deemed advisable by the Reporting Persons in light of market conditions, subsequent developments affecting the Company, the general business and future prospects of the Company, tax considerations and other factors.

**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:**

(a)-(b) As of December 14, 2011, the aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons is 18,087,098 shares, or 19.29% of the Common Stock.

The information set forth in the cover pages to this Amendment No. 11 and the information set forth or incorporated into Items 2, 3, 4 and 6 hereof is incorporated herein by reference.

As of December 14, 2011, Mr. Sacks beneficially owns an aggregate of 14,738,598 shares, or 15.7%, of the Common Stock, as follows:

Number of Shares	Nature of Beneficial Ownership	Nature of Voting and Disposition Power With Respect to Such Shares
102,946	Direct ownership of shares.	Sole power.
3,348,500	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof.	Sole power.
990,928	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.
4,907,824	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.
757,866	Indirect ownership through HRS Holdings as one of the general partners of HRS Holdings.	May be deemed to have shared power by virtue of his position as one of the general partners of HRS Holdings.
3,557,570	Indirect ownership through Hilrod as one of the general partners of Hilrod.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod.
92,462	Indirect ownership through Hilrod IV as one of the general partners of Hilrod IV.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod IV.
35,714	Indirect ownership through Hilrod V as one of the general partners of Hilrod V.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod V.
128,950	Indirect ownership through Hilrod VI as one of the general partners of Hilrod VI.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod VI.
30,036	Indirect ownership through Hilrod VII as one of the general partners of Hilrod VII.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod VII.
114,764	Indirect ownership through Hilrod VIII as one of the general partners of Hilrod VIII.	May be deemed to have shared power by virtue of his position as one



CUSIP No. 411310105

13D/A

Number of Shares	Nature of Beneficial Ownership	Nature of Voting and Disposition Power With Respect to Such Shares
		of the general partners of Hilrod VIII.
286,098	Indirect ownership through Hilrod IX as one of the general partners of Hilrod IX.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod IX.
56,166	Indirect ownership through Hilrod VIII as one of the general partners of Hilrod X.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod X.
108,318	Indirect ownership through Hilrod XI as one of the general partners of Hilrod XI.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod XI.
85,178	Indirect ownership through Hilrod XI as one of the general partners of Hilrod XII.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod XII.
15,034	Indirect ownership through RCS 2008 as the trustee of RCS 2008.	Sole power.
74,154	Indirect ownership through RCS 2009 as the trustee of RCS 2009.	Sole power.
34,010	Indirect ownership through RCS Direct as the trustee of RCS Direct.	Sole power.
12,080	Indirect ownership through RCS Direct #2 as the trustee of RCS Direct #2.	Sole power.

25

CUSIP No. 411310105

13D/A

As of December 14, 2011, Mr. Schlosberg beneficially owns an aggregate of 14,500,374 shares, or 15.5%, of the Common Stock, as follows:

Number of Shares	Nature of Beneficial Ownership	Nature of Voting and Disposition Power
3,348,500	Direct ownership of shares issuable upon the exercise of options to purchase Common Stock which are currently exercisable or exercisable within 60 days hereof.	Sole power.
990,928	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.
4,907,824	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.
757,866	Indirect ownership through HRS Holdings as one of the general partners of HRS Holdings.	May be deemed to have shared power by virtue of his position as one of the general partners of HRS Holdings.
3,557,570	Indirect ownership through Hilrod as one of the general partners of Hilrod.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod.
92,462	Indirect ownership through Hilrod IV as one of the general partners of Hilrod IV.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod IV.
35,714	Indirect ownership through Hilrod V as one of the general partners of Hilrod V.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod V.
128,950	Indirect ownership through Hilrod VI as one of the general partners of Hilrod VI.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod VI.
30,036	Indirect ownership through Hilrod VII as one of the general partners of Hilrod VII.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod VII.
114,764	Indirect ownership through Hilrod VIII as one of the general partners of Hilrod VIII.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod VIII.

26

CUSIP No. 411310105

13D/A

Number of Shares	Nature of Beneficial Ownership	Nature of Voting and Disposition Power
286,098	Indirect ownership through Hilrod IX as one of the general partners of Hilrod IX.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod IX.
56,166	Indirect ownership through Hilrod VIII as one of the general partners of Hilrod X.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod X.
108,318	Indirect ownership through Hilrod XI as one of the general partners of Hilrod XI.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod XI.
85,178	Indirect ownership through Hilrod XI as one of the general partners of Hilrod XII.	May be deemed to have shared power by virtue of his position as one of the general partners of Hilrod XII.

Percentages calculated in this Schedule 13D with respect to Brandon No. 1, Brandon No. 2, HRS Holdings, Hilrod, Hilrod IV, Hilrod V, Hilrod VI, Hilrod VII, Hilrod VIII, Hilrod IX, Hilrod X, Hilrod XI, Hilrod XII, RCS 2008, RCS 2009, RCS Direct and RCS Direct #2 are based upon an aggregate of 87,078,981 shares of Common Stock outstanding as of November 28, 2011 (the "Aggregate Outstanding Shares"), as disclosed in the Company's Definitive Proxy Statement filed on November 30, 2011. Percentages calculated in this Schedule 13D with respect to each of Mr. Sacks and Mr. Schlosberg are based upon the Aggregate Outstanding Shares plus 3,348,500 shares of Common Stock issuable to such persons 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 6,697,000 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. Sacks: (i) 102,946 shares of Common Stock; (ii) 3,348,500 shares presently exercisable under the stock option agreements; (iii) 35,576 shares beneficially held by Hilrod because Mr. Sacks is one of Hilrod's general partners; (iv) 7,579 shares beneficially held by HRS Holdings because Mr. Sacks is one of HRS Holdings' general partners; (v) 925 shares beneficially held by Hilrod IV because Mr. Sacks is one of Hilrod IV's general partners; (vi) 357 shares beneficially held by Hilrod V because Mr. Sacks is one of Hilrod V's general partners; (vii) 1,290 shares beneficially held by Hilrod VI because Mr. Sacks is one of Hilrod VI's general partners; (viii) 300 shares beneficially held by Hilrod VII because Mr. Sacks is one of Hilrod VII's general partners; (ix) 1,148 shares beneficially held by Hilrod VIII because Mr. Sacks is one of Hilrod VIII's general partners; (x) 2,861 shares beneficially held by Hilrod IX because Mr. Sacks is one of Hilrod IX's general partners; (xi) 562 shares beneficially held by Hilrod X because Mr. Sacks is one of Hilrod X's general partners; (xii) 1,083 shares beneficially held by Hilrod XI because Mr. Sacks is one of Hilrod XI's general partners;

27

CUSIP No. 411310105

13D/A

and (xiii) 852 shares beneficially held by Hilrod XII because Mr. Sacks is one of Hilrod XII's general partners; and (b) with respect to Mr. Schlosberg: (i) 3,348,500 shares presently exercisable under the stock option agreements; (ii) 35,576 shares beneficially held by Hilrod because Mr. Schlosberg is one of Hilrod's general partners; (iii) 7,579 shares beneficially held by HRS Holdings because Mr. Schlosberg is one of HRS Holdings' general partners; (iv) 925 shares beneficially held by Hilrod IV because Mr. Schlosberg is one of Hilrod IV's general partners; (v) 357 shares beneficially held by Hilrod V because Mr. Schlosberg is one of Hilrod V's general partners; (vi) 1,290 shares beneficially held by Hilrod VI because Mr. Schlosberg is one of Hilrod VI's general partners; (vii) 300 shares beneficially held by Hilrod VII because Mr. Schlosberg is one of Hilrod VII's general partners; (viii) 1,148 shares beneficially held by Hilrod VIII because Mr. Schlosberg is one of Hilrod VIII's general partners; (ix) 2,861 shares beneficially held by Hilrod IX because Mr. Schlosberg is one of Hilrod IX's general partners; (x) 562 shares beneficially held by Hilrod X because Mr. Schlosberg is one of Hilrod X's general partners; (xi) 1,083 shares beneficially held by Hilrod XI because Mr. Schlosberg is one of Hilrod XI's general partners; and (xii) 852 shares beneficially held by Hilrod XII because Mr. Schlosberg is one of Hilrod XII's general partners.

(c) Following are transactions in the Company's securities effected by the Reporting Persons during the past 60 days:

Name	Date of Transaction	No. of Shares Purchased/ (Sold)	Average Price Per Share	Range of Prices Per Share
Hilrod	12/12/2011	(39,800)	\$ 95.35(1)	\$95.00 - \$95.75
Hilrod	12/12/2011	(200)	\$ 96.29(1)	\$96.27 - \$96.31
Hilrod	12/13/2011	(32,430)	\$ 96.05(1)	\$95.75 - \$96.60

(1) This transaction was executed in multiple trades in the open market. The price reported above reflects the weighted average sale price. The range of sales prices for these transactions is set forth above. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Company or a security holder of the Company full information regarding the number of shares and prices at which the transaction was effected.

(d) No other person is known to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by adding the following:

See Item 4 above for a description of the Trading Plan, which is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

1. Joint Filing Agreement dated December 16, 2011.
2. Trading Plan dated December 13, 2011.

29

**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 16, 2011

## BRANDON LIMITED PARTNERSHIP NO. 1

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: General Partner

## BRANDON LIMITED PARTNERSHIP NO. 2

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: General Partner

## HRS HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings IV, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings V, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

30

## Hilrod Holdings VI, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg

Title: General Partner

Hilrod Holdings VII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings VIII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings IX, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings X, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings XI, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings XII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

The RCS 2008 Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

31

---

CUSIP No. 411310105

13D/A

---

The RCS 2009 Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

The RCS Direct Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

The RCS Direct Grantor Retained Annuity Trust #2

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks

/s/ Rodney C. Sacks  
RODNEY C. SACKS

/s/ Hilton H. Schlosberg  
HILTON H. SCHLOSBERG

32

---

CUSIP No. 411310105

13D/A

---

**EXHIBIT INDEX**

1. Joint Filing Agreement dated December 16, 2011.
2. Trading Plan dated December 13, 2011.

33

---

## JOINT FILING AGREEMENT

## PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated as of December 16, 2011

## BRANDON LIMITED PARTNERSHIP NO. 1

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: General Partner

## BRANDON LIMITED PARTNERSHIP NO. 2

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: General Partner

## HRS HOLDINGS, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings IV, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

1

---

## Hilrod Holdings V, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings VI, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings VII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

## Hilrod Holdings VIII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings IX, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings X, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings XI, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

Hilrod Holdings XII, L.P.

By: /s/ Hilton H. Schlosberg  
Name: Hilton H. Schlosberg  
Title: General Partner

2

---

The RCS 2008 Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

The RCS 2009 Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

The RCS Direct Grantor Retained Annuity Trust

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

The RCS Direct Grantor Retained Annuity Trust #2

By: /s/ Rodney C. Sacks  
Name: Rodney C. Sacks  
Title: Trustee

/s/ Rodney C. Sacks  
RODNEY C. SACKS

/s/ Hilton H. Schlosberg  
HILTON H. SCHLOSBERG

3

---



**TRADING PLAN (SEC Rule 10b5-1)**

This Trading Plan is entered into as of December 13, 2011 (the "Signing Date") between Rodney C. Sacks and Hilton H. Schlosberg (together the "Clients") and Roth Capital Partners, LLC ("Broker").

WHEREAS, Clients wish to establish this Trading Plan to sell or purchase shares of common stock, par value \$0.005 ("Stock") of Hansen Natural Corporation ("Issuer") from the accounts (the "Accounts") maintained with Broker, in accordance with the requirements of SEC Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

NOW, THEREFORE, Client and Broker agree as follows:

1. Trade Instructions. Client hereby instructs Broker to effect sales or purchases of shares of Stock of Issuer from or into the Accounts, as the case may be, in accordance with the attached Appendix A to Trading Plan ("Appendix A") and/or Appendix B to Trading Plan ("Appendix B"). If Client specifies a date for trading which is a weekend or holiday, the trade shall not take place until after the opening of regular market trading hours on the next trading date.
  2. Term. This Trading Plan shall become effective on December 14, 2011 (the "Trading Plan Effective Date") and shall terminate on the earlier of:
    - (a) February 23, 2012 (specify date not to exceed two years from the Trading Plan Effective Date);
    - (b) execution of all of the trade or expiration of all of the orders relating to such trades as specified in Appendix A and/or Appendix B;
    - (c) the date Broker receives notice of the liquidation, dissolution, bankruptcy or insolvency of Clients;
    - (d) the date Broker receives notice of either Clients' death; or
    - (e) termination of this Trading Plan in accordance with Section 7(b) or Section 15 hereof.
  3. Representations and Warranties. Clients represent and warrant that as of the date of this Trading Plan:
    - (a) Clients are not aware of any material nonpublic information concerning Issuer or any of its securities (including the Stock) and is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1.
    - (b) Clients are permitted to sell or purchase Stock in accordance with Issuer's insider trading policies and has obtained the approval of Issuer and its counsel to enter into this Trading Plan.
    - (c) There are no legal, regulatory, contractual or other restrictions applicable to the trades contemplated under this Trading Plan that would interfere with Broker's ability to execute trades and effect delivery and settlement of such trades on behalf of Clients (collectively, "Clients Trading Restrictions").
- 1
- 
4. Intent to Comply with Rule 10b5-1(c). It is Clients intent that this Trading Plan comply with the requirements of Rule 10b5-1(c), and this Trading Plan shall be interpreted to comply with such requirements.
  5. Rule 144. Subsections (a), (b) and (c) of this Section 5 apply if the shares of Stock subject to this Trading Plan are "restricted securities" and/or Clients may be deemed "affiliates" of Issuer, as such terms are defined in Rule 144 under the Securities Act of 1933, as amended. Subsection (d) of this Section 5 applies in all cases.
    - (a) Broker agrees to conduct all sales of Stock in accordance with the manner-of-sale requirements of Rule 144. Broker further agrees not to effect any sale of Stock that would exceed the amount limitation under Rule 144, assuming Broker's sales of Stock are the only sales subject to such limitation. Clients agree not to take, and to cause any person or entity with which Clients would be required to aggregate sales of Stock pursuant to paragraph (a)(2) or (e) of Rule 144 not to take, any action that would cause sales of Stock by Broker not to comply with Rule 144.
    - (b) Clients agree to provide Broker with five executed copies of Form 144, which Broker shall complete and file on behalf of Clients in the event of sales of Stock under this Trading Plan. Clients understand and agrees that such Form 144 will include in the remarks section the following statement: "The shares covered by this Form 144 are being sold pursuant to a Rule 10b5-1 Trading Plan dated (plan effective date), which plan is intended to comply with Rule 10b5-1, and the representation regarding the seller's lack of knowledge of material nonpublic information is as of the date of the Trading Plan."
    - (c) Clients shall disclose to Broker all trading plans involving the Stock established by Clients at other firms that would be effective at any time during the period this Trading Plan is in effect and all trading activity involving the Stock that occurs during such period or which occurs within 90 days prior to the commencement of such period.
    - (d) Clients agrees to notify Broker immediately if there is any change in Clients employment or affiliate or non-affiliate status.



6. Section 13 or Section 16 Filings. Clients acknowledge and agree that Clients are responsible for making all filings, if any, required under Section 13 or Section 16 of the Exchange Act (and the rules and regulations thereunder) with respect to trades pursuant to this Trading Plan. To comply with Section 16 accelerated reporting requirements, Clients must complete separately a duly executed Broker Instruction Letter.

7. Market Disruptions and Trading Restrictions.

(a) Clients understand that Broker may not be able to effect a trade, in whole or in part, due to a market disruption or a legal, regulatory or contractual restriction applicable to Broker or any other event or circumstance. Clients also understand that Broker may be unable to effect a trade consistent with ordinary principles of best execution due to insufficient volume of trading, failure of the Stock to reach and sustain a limit order price or other market factors in effect on the trade date specified in Appendix A and/or Appendix B. As soon as reasonably practicable after the cessation or termination of any such market disruption, restriction, event or circumstance, Broker shall resume effecting trades in accordance with the express provisions of this Trading Plan which are then applicable. Trades that are not executed as the result of any such market disruption, restriction, event or circumstance shall not be deemed to be a part of this Trading Plan.

(b) If Issuer enters into a transaction or any other event occurs that results, in Issuer's good faith determination, in the imposition of any Clients Trading Restrictions, such as a stock offering requiring an affiliate lock-up, Clients and Issuer shall promptly, but in no event later than three days prior to the date of the remaining trade(s) specified in Appendix A and/or Appendix B, provide Broker notice of such restrictions. With respect to any Clients Trading Restrictions for which Clients and Issuer have given Broker notice, Broker shall stop effecting trades under this Trading Plan, and this Trading Plan shall thereupon terminate. In such case, Clients, Broker and (for purposes of

2

---

acknowledgement) Issuer shall cooperate to establish a new trading plan in accordance with the requirements of Rule 10b-5(c).

8. Hedging Transactions. While this Trading Plan is in effect, Clients agree not to enter into or alter any corresponding or hedging transaction or position with respect to the Stock (including, without limitation, with respect to any securities convertible into or exchangeable for Stock, or any option or other right to purchase or sell Stock or such convertible or exchangeable securities).

9. Margin Loans. Shares subject to this Trading Plan may not be used to secure margin loans to Clients made by Broker.

10. Compliance with Laws and Rules. Clients understand and agree that it is the responsibility of Clients, and not Broker or Issuer, to determine whether this Trading Plan meets the requirements of Rule 10b5-1 and any other applicable federal or state laws or rules.

11. Entire Trading Plan. This Trading Plan constitutes the entire trading plan between Clients and Broker and supersedes and replaces any prior instructions under Rule 10b5-1 from Clients to Broker with respect to the sale or purchase of shares from or into the Accounts, as the case may be.

12. Notices and Other Communications. Any notices required or permitted to be given by Issuer and/or Clients under this Trading Plan shall be provided in writing by fax, signed by Clients and Issuer and confirmed by telephone (Attn: John Weber, Fax: 949-720-7215; Tel.: 949-720-7160). With respect to any Clients Trading Restrictions, Clients and Issuer shall provide Broker notice of the anticipated duration of such restrictions, but shall not provide Broker information about the nature of such restrictions or any other information about such restrictions. Further, in no event shall Clients or Issuer, at any time while this Trading Plan is in effect, communicate any material nonpublic information concerning Issuer or its securities (including the Stock) to Broker. Further, Clients shall not at any time attempt to exercise any influence over how, when or whether to effect trades under this Trading Plan.

13. Third-Party Beneficiary. Clients intend Issuer to be a third-party beneficiary of each and every representation and warranty contained in this Trading Plan to the fullest extent necessary to enable Issuer to be fully protected from direct or indirect liability in connection with this Trading Plan.

14. Governing Law. This Trading Plan shall be governed by, and construed in accordance with the laws of, the state of California, as applied to agreements made and wholly performed in the state of California.

15. Amendments and Termination. This Trading Plan may be amended, modified or terminated only by a written instrument signed by Clients and acknowledged by Broker and acknowledged by Issuer (except as provided in Section 7(b) hereof). Clients acknowledge and understands that any amendment to, or modification of, this Trading Plan shall be deemed to constitute the creation of a new trading plan. Accordingly, Clients shall be required to restate and reaffirm, as of the date of such amendment or modification, each of the representations and warranties contained in Section 3 of this Trading Plan.

16. Counterparts. This Trading Plan may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

3

---

**IN WITNESS WHEREOF, the parties hereto have signed this Trading Plan as of the Signing Date.**

Signature of Client: /s/ Rodney C. Sacks  
Name of Client: Rodney C. Sacks  
Account Number: \_\_\_\_\_  
Date: 12/13/2011

**Accepted by: Roth Capital Partners, LLC**

By: /s/ John J. Weber  
Name: John J. Weber  
Title: M.D. Corporate Services  
Date: 12/13/11

**Acknowledged by:**

Name of Issuer : Hansen Natural Corporation  
By : /s/ Paul Dechary  
Name: Paul Dechary  
Title: Legal Counsel & Compliance Officer  
Date: 12/13/2011

**If you have any questions or need help completing your forms, call Roth Capital Partners, LLC at 800-678-9147 during business hours.**

**IN WITNESS WHEREOF, the parties hereto have signed this Trading Plan as of the Signing Date.**

Signature of Client: /s/ Hilton H. Schlosberg  
Name of Client: Hilton H. Schlosberg  
Account Number: On file  
Date: Dec. 13, 2011

**Accepted by: Roth Capital Partners, LLC**

By: /s/ John J. Weber  
Name: John J. Weber  
Title: M.D. Corporate Services  
Date: 12/13/11

**Acknowledged by:**

Name of Issuer : \_\_\_\_\_  
By : \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**If you have any questions or need help completing your forms, call Roth Capital Partners, LLC at 800-678-9147 during business hours.**