
**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): **May 8, 2006**

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))
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Item 1.01 Entry into a Material Definitive Agreement.

On May 8, 2006, Hansen Beverage Company (“HBC”), a Delaware corporation and a direct wholly owned subsidiary of Hansen Natural Corporation, entered into the Monster Beverages Off-Premise Distribution Coordination Agreement and the Allied Products Distribution Coordination Agreement (jointly, the “Agreements”) with Anheuser-Busch, Inc., a Missouri corporation (“AB”). Under the Agreements, select AB wholesalers will distribute and sell, in markets designated by HBC, HBC’s Monster Energy® and Lost® Energy™ brands non-alcoholic energy drinks, Rumba™ energy juice brand, an additional energy drink brand to be designated by the parties and additional products that may be agreed between the parties. A press release, a copy of which is furnished as Exhibit 99.1 hereto, was issued regarding these Agreements.

Item 2.02 Results of Operations and Financial Condition.

On May 9, 2006, Hansen Natural Corporation (“Hansen”) issued a press release relating to its financial results for the first quarter ended March 31, 2006, a copy of which is furnished as Exhibit 99.2 hereto. The press release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of Hansen’s Quarterly Report on Form 10-Q.

On May 9, 2006, Hansen will conduct a conference call at 11:30 a.m. Pacific Time. The call will be open to interested investors through a live audio web broadcast via the internet at www.hansens.com and www.fulldisclosure.com. For those who are not able to listen to the live broadcast, the call will be archived for approximately one year on both websites.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished herewith:

Exhibit 99.1 Press Release dated May 9, 2006.

Exhibit 99.2 Press Release dated May 9, 2006.

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: May 9, 2006

/s/Hilton H. Schlosberg

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

For more information, contact:
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FOR IMMEDIATE RELEASE

HANSEN NATURAL CORPORATION AND ANHEUSER-BUSCH ANNOUNCE DISTRIBUTION DEAL

Monster, Lost, Rumba and Other Energy Drinks to Be Distributed Through Anheuser-Busch Wholesaler Network

CORONA, Calif. (May 9, 2006) – Hansen Natural Corporation (Nasdaq: HANS) and Anheuser-Busch Inc. (NYSE: BUD) today announced they have concluded agreements following which certain Anheuser-Busch wholesalers will become distributors of Hansen's Monster Energy® and Lost® Energy™ drinks, Rumba™ energy juice drinks as well as an additional Hansen energy brand to be designated.

Monster, Lost and Rumba are currently distributed by Hansen in the United States through a network of beer and liquor distributors and soft drink bottlers. Hansen will transition distribution of Monster and Lost Energy drinks and Rumba energy juice as well as the additional energy brand to select Anheuser-Busch wholesalers in markets to be designated by Hansen. The transition process is expected to begin in the near future and will continue over the next year.

Launched in April 2002, Monster Energy is the leading 16-ounce energy drink in the United States. Energy drink category sales are up 70 percent over the comparable period last year. In the United States, Monster Energy is the No. 2 brand overall with a 19.4 percent share and Lost Energy is the No. 8 brand. Rumba energy juice is a new Hansen product. (*Source: ACNielsen Convenience Brand Rank 13 weeks ending 4/01/06.*)

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“Anheuser-Busch has a first-class distribution system that will enable Hansen to expand availability and improve the presence of our products across all channels, particularly in areas where our brands have historically been under-represented,” said Rodney C. Sacks, chairman and chief executive officer of Hansen Natural Corporation. “We look forward to working together to build on the success of our Monster, Lost and Rumba energy brands and we intend to continue to evaluate additional opportunities with Anheuser-Busch.”

These agreements will broaden Anheuser-Busch’s participation in the fast-growing and profitable energy drink category and will bring popular energy drink brands into the portfolios of Anheuser-Busch wholesalers, further strengthening their businesses. In return, the agreements will result in Hansen energy drinks reaching more consumers through Anheuser-Busch’s strong network of independent wholesalers.

“We pride ourselves on innovation and will not limit ourselves to malt beverages in offering exciting new products for our wholesalers and consumers,” said Anheuser-Busch Inc. President August A. Busch IV. “We recognized the potential of this category when we launched our own energy drink, 180, in 2001. These agreements bring value to Anheuser-Busch, Hansen, our wholesalers and our retailers. They allow us to expand our business in this thriving category through our world-class network of wholesalers.”

The terms of the deal were not disclosed.

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Based in St. Louis, Anheuser-Busch is the leading American brewer, holding a 48.8 percent share of U.S. beer sales. The company brews the world's largest-selling beers, Budweiser and Bud Light. Anheuser-Busch also owns a 50 percent share in Grupo Modelo, Mexico's leading brewer, and a 27 percent share in Tsingtao, the No. 1 brewer in China. Anheuser-Busch was ranked No. 1 among beverage companies in FORTUNE Magazine's Most Admired U.S. and Global Companies lists in 2006. Anheuser-Busch is one of the largest theme park operators in the United States, is a major manufacturer of aluminum cans and is America's top recycler of aluminum cans. For more information, visit www.anheuser-busch.com.

Based in Corona, California, Hansen Natural Corporation is a leading marketer of alternative and functional beverages and energy drinks. In addition to Monster Energy, Lost Energy and Rumba energy juice, products marketed by Hansen include Hansen's® Natural Sodas, Hansen's fruit juice smoothies and Hansen's® 100 percent juices, juice blends and multi-vitamin juices, Junior Juice® juices, Blue Sky® brand beverages and Fizzit™ brand powdered drink mixes. For more information visit www.hansens.com and www.monsterenergy.com.

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CONTACTS:

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**HANSEN NATURAL REPORTS
RECORD FIRST QUARTER SALES AND PROFITS**

-- Net Sales Double, Net Income More Than Doubles --

Corona, CA – May 9, 2006 – Hansen Natural Corporation (NASDAQ:HANS) today reported record financial results, including sharp increases in sales and profits, for the first quarter ended March 31, 2006.

Gross sales for the first quarter increased 88.9 percent to \$137.8 million from \$73.0 million a year earlier. Net sales for the first quarter increased 99.5 percent to \$119.7 million from \$60.0 million a year ago. Operating income for the first quarter more than doubled to \$34.8 million from \$14.7 million a year ago. Net income for the first quarter also more than doubled to \$21.1 million, or \$0.84 per diluted share, from \$8.8 million or \$0.37 per diluted share last year.

The Company implemented Financial Accounting Standard No. 123 (revised 2004), *Share-Based payments* (FAS123R), in the first quarter of 2006. As a result, first quarter results are reported after \$1.9 million of stock option related compensation expense, compared to nil stock option related compensation expense for the first quarter of 2005. The after-tax effect of stock option related compensation expense on net income was \$0.05 per diluted share for the first quarter of 2006.

Rodney C. Sacks, chairman and chief executive officer, said the exceptional performance reflected record gross sales of Monster Energy® drinks, which were introduced in

(more)

April 2002, including our low carbohydrate ("lo-carb") Monster Energy® drinks, which were introduced in 2003, sales of Monster Energy® Khaos™ energy drinks, which were introduced in August 2005, Monster Energy® Assault™ energy drinks, which were introduced in September 2004, increased sales by volume of Lost® Energy™ drinks, which were introduced in January 2004, as well as increased sales by volume of Hansen's® apple juice and juice blends, sports drinks, Junior Juice® juice drinks and Rumba™ energy juice, which was introduced in December 2004.

The sales increase was partially offset primarily by decreased sales of Hansen's® energy drinks, Joker Mad Energy™ drinks and Smoothies in cans.

Gross profit as a percentage of net sales for the quarter increased to 52.6 percent, from 50.5 percent for the comparable 2005 quarter. Operating expenses as a percentage of net sales decreased to 23.5 percent, from 26.0 percent in the previous year.

Hansen Natural Corporation markets and distributes Hansen's® Natural Sodas, Signature Sodas, fruit juice Smoothies, Energy drinks, Energade® energy sports drinks, E2O Energy Water®, Sparkling Lemonades and Orangeades, multi-vitamin juice drinks in aseptic packaging, Junior Juice® juice, iced teas, lemonades and juice cocktails, apple juice and juice blends, Blue Sky® brand beverages, Monster Energy® brand energy drinks, Lost® Energy™ brand energy drinks, Joker Mad Energy™ and Rumba™ brand energy drinks and Fizzit™ brand Powdered drink mixes. Hansen's can be found on the Web at www.hansens.com.

** Gross sales, although used internally by management as an indicator of operating performance, should not be considered as an alternative to net sales, which is determined in accordance with Generally Accepted Accounting Principles ("GAAP"), and should not be used alone as an indicator of operating performance in place of net sales. Additionally, gross sales may not be comparable to similarly titled measures used by other companies as gross sales has been defined by the Company's internal reporting requirements.*

Certain statements made in this announcement may constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding the expectations of management with respect to revenues and profitability. Management cautions that these statements are qualified by their terms/or important factors, many of which are outside of the control of the company, that could cause actual results and events to differ materially from the statements made herein, including, but not limited to, the following: Changes in consumer preferences, changes in demand that are weather related, particularly in areas outside of California, competitive pricing and/or marketing pressures, activities and strategies of competitors, changes in the price and/or availability of raw materials for the company's products, the availability of production and/or suitable facilities, the marketing efforts of the distributors of the company's products, most of which distribute products that are competitive with the products of the company, the introduction of new products, as well as unilateral decisions that may be made by grocery and/or convenience chain stores, specialty chain stores, club stores and other customers to discontinue carrying all or any of the company's products that they are carrying at any time and other risks detailed from time to time in the Company's reports filed with the Securities and Exchange Commission. The Company's actual results could differ materially from those contained in the forward looking statements. The Company assures no obligation to update any forward looking statements.

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(tables below)

HANSEN NATURAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
FOR THE THREE MONTHS ENDED MARCH 31, 2006 AND 2005 (Unaudited)

	2006	2005
GROSS SALES*	\$ 137,823,694	\$ 72,962,090
LESS: Promotional and other allowances**	<u>18,077,436</u>	<u>12,947,818</u>
NET SALES	119,746,258	60,014,272
COST OF SALES	<u>56,748,386</u>	<u>29,684,954</u>
GROSS PROFIT	62,997,872	30,329,318
OPERATING EXPENSES	<u>28,168,833</u>	<u>15,605,818</u>
OPERATING INCOME	34,829,039	14,723,500
NET NONOPERATING INCOME	<u>701,929</u>	<u>117,518</u>
INCOME BEFORE PROVISION FOR INCOME TAXES	35,530,968	14,841,018
PROVISION FOR INCOME TAX	<u>14,439,690</u>	<u>5,996,305</u>
NET INCOME	<u>\$ 21,091,278</u>	<u>\$ 8,844,713</u>
NET INCOME PER COMMON SHARE:		
Basic	<u>\$ 0.93</u>	<u>\$ 0.40</u>
Diluted	<u>\$ 0.84</u>	<u>\$ 0.37</u>
NUMBER OF COMMON SHARES USED IN PER SHARE COMPUTATIONS:		
Basic	<u>22,696,057</u>	<u>21,871,418</u>
Diluted	<u>25,154,684</u>	<u>24,121,666</u>

* Gross sales, although used internally by management as an indicator of operating performance, should not be considered as an alternative to net sales, which is determined in accordance with Generally Accepted Accounting Principles ("GAAP"), and should not be used alone as an indicator of operating performance in place of net sales. Additionally, gross sales may not be comparable to similarly titled measures used by other companies as gross sales has been defined by the Company's internal reporting requirements.

**Although the expenditures described in this line item are determined in accordance with GAAP and meet GAAP requirements, the disclosure thereof does not conform with GAAP presentation requirements. Additionally, the presentation of promotional and other allowances may not be comparable to similar items presented by other companies. The presentation of promotional and other allowances facilitates an evaluation of the impact thereof on the determination of net sales and illustrates the spending levels incurred to secure such sales. Promotional and other allowances constitute a material portion of the marketing activities of the Company.

HANSEN NATURAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF MARCH 31, 2006 AND DECEMBER 31, 2005 (Unaudited)

	March 31, 2006	December 31, 2005
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 30,537,735	\$ 61,654,284
Short-term investments	67,182,380	11,860,665
Accounts receivable, net	46,302,600	28,751,588
Inventories	29,389,596	31,399,628
Prepaid expenses and other current assets	1,297,936	477,237
Prepaid income taxes		637,794
Deferred income tax asset	4,625,757	5,505,264
Total current assets	<u>179,336,004</u>	<u>140,286,460</u>
PROPERTY AND EQUIPMENT, net	4,558,825	3,742,958
INTANGIBLE AND OTHER ASSETS:		
Trademarks, net	19,091,957	19,103,049
Deposits and other assets	864,848	757,215
Total intangible and other assets	<u>19,956,805</u>	<u>19,860,264</u>
	<u>\$ 203,851,634</u>	<u>\$ 163,889,682</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES:		
Accounts payable	\$ 31,602,402	\$ 26,613,663
Accrued liabilities	3,181,708	2,481,703
Accrued compensation	1,417,955	3,346,243
Current portion of long-term debt	789,794	515,221
Income taxes payable	<u>11,099,553</u>	<u></u>
Total current liabilities	<u>48,091,412</u>	<u>32,956,830</u>
LONG-TERM DEBT, less current portion	7,503	10,123
DEFERRED INCOME TAX LIABILITY	5,851,293	5,413,880
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Common stock - \$0.005 par value; 30,000,000 shares authorized; 22,749,970 shares issued and 22,336,448 outstanding in 2006; 22,607,128 shares issued and 22,193,606 outstanding in 2005	113,750	113,036
Additional paid-in capital	23,218,333	19,917,748
Retained earnings	127,383,888	106,292,610
Common stock in treasury, at cost; 413,522 shares in 2006 and 2005	<u>(814,545)</u>	<u>(814,545)</u>
Total stockholders' equity	<u>149,901,426</u>	<u>125,508,849</u>
	<u>\$ 203,851,634</u>	<u>\$ 163,889,682</u>