

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--------------------------|-----------|
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| | | | | | | | | |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* SCHLOSBERG HILTON H <hr/> (Last) (First) (Middle) 1 MONSTER WAY <hr/> (Street) CORONA CA 92879 <hr/> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Monster Beverage Corp [MNST] | | | 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) Vice Chairman and President | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/13/2017 | | | 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 | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |

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 | 03/13/2017 | | M | | 38,100 | A | (1) | 3,178,416 ⁽²⁾ | D | |
| Common Stock | 03/14/2017 | | A | | 5,910 ⁽³⁾ | A | \$0 | 3,184,326 | D | |
| Common Stock | 03/14/2017 | | M | | 39,000 | A | (1) | 3,223,326 | D | |
| Common Stock | | | | | | | | 5,645,568 ⁽⁴⁾ | I | By Brandon Limited Partnership No. 1 ⁽⁵⁾ |
| Common Stock | | | | | | | | 29,386,944 ⁽⁶⁾ | I | By Brandon Limited Partnership No. 2 ⁽⁵⁾ |
| Common Stock | | | | | | | | 104,772 ⁽⁷⁾ | I | By Hilrod Holdings IV, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 214,284 ⁽⁸⁾ | I | By Hilrod Holdings V, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 323,700 ⁽⁹⁾ | I | By Hilrod Holdings VI, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 120,216 ⁽¹⁰⁾ | I | By Hilrod Holdings VII, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 568,584 ⁽¹¹⁾ | I | By Hilrod Holdings VIII, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 453,444 ⁽¹²⁾ | I | By Hilrod Holdings IX, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 249,918 ⁽¹³⁾ | I | By Hilrod Holdings X, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 505,242 ⁽¹⁴⁾ | I | By Hilrod Holdings XI, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 399,012 ⁽¹⁵⁾ | I | By Hilrod Holdings XII, L.P. ⁽⁵⁾ |

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 1,440,954 ⁽¹⁶⁾ | I | By Hilrod Holdings XIII, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 925,878 ⁽¹⁷⁾ | I | By Hilrod Holdings XIV, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 8,832 ⁽¹⁸⁾ | I | By Hilrod Holdings XV, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 2,249,190 ⁽¹⁹⁾ | I | By Hilrod Holding XVI, L.P. ⁽⁵⁾ |
| Common Stock | | | | | | | | 90,204 ⁽²⁰⁾ | I | By RCS 2008 GRAT #2 ⁽⁵⁾ |
| Common Stock | | | | | | | | 105,486 ⁽²¹⁾ | I | By RCS Direct 2010 GRAT ⁽⁵⁾ |
| Common Stock | | | | | | | | 4,836 ⁽²²⁾ | I | By RCS Direct 2010 GRAT #2 ⁽⁵⁾ |
| Common Stock | | | | | | | | 80,598 ⁽²³⁾ | I | By RCS Direct 2011 GRAT ⁽⁵⁾ |

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) | \$5.29 ⁽²⁴⁾ | | | | | | | (25) | 06/02/2018 | Common Stock | (26) | | 58,623 ⁽²⁴⁾ | D | |
| Employee Stock Option (right to buy) | \$5.29 ⁽²⁷⁾ | | | | | | | (25) | 06/02/2018 | Common Stock | (26) | | 186,228 ⁽²⁷⁾ | I | By Hilrod Holdings XVI, L.P. ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$5.94 ⁽²⁸⁾ | | | | | | | (25) | 12/01/2019 | Common Stock | (26) | | 16,830 ⁽²⁸⁾ | D | |
| Employee Stock Option (right to buy) | \$5.94 ⁽²⁹⁾ | | | | | | | (25) | 12/01/2019 | Common Stock | (26) | | 283,170 ⁽²⁹⁾ | I | By Hilrod Holdings XVI, L.P. ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$17.99 ⁽³⁰⁾ | | | | | | | (25) | 06/03/2023 | Common Stock | (26) | | 11,118 ⁽³⁰⁾ | D | |
| Employee Stock Option (right to buy) | \$17.99 ⁽³¹⁾ | | | | | | | (25) | 06/03/2023 | Common Stock | (26) | | 408,882 ⁽³¹⁾ | I | By Hilrod Holdings XVI, L.P. ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$17.99 ⁽³²⁾ | | | | | | | (25) | 06/03/2023 | Common Stock | (26) | | 210,000 ⁽³²⁾ | I | By Hilrod Holdings XV, L.P. ⁽⁵⁾ |

**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) | \$23.35 ⁽³³⁾ | | | | | | | (25) | 03/14/2024 | Common Stock | (26) | | 210,000 ⁽³³⁾ | D | |
| Employee Stock Option (right to buy) | \$23.35 ⁽³⁴⁾ | | | | | | | (25) | 03/14/2024 | Common Stock | (26) | | 420,000 ⁽³⁴⁾ | I | By Hilrod Holdings XVI, L.P. ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$45.16 ⁽³⁵⁾ | | | | | | | (36) | 03/13/2025 | Common Stock | (26) | | 158,400 ⁽³⁵⁾ | D | |
| Employee Stock Option (right to buy) | \$45.16 ⁽³⁷⁾ | | | | | | | (25) | 03/13/2025 | Common Stock | (26) | | 79,200 ⁽³⁷⁾ | I | By Hilrod Holding XVI, L.P. ⁽⁵⁾ |
| Employee Stock Option (right to buy) | \$43.99 ⁽³⁸⁾ | | | | | | | (39) | 03/14/2026 ⁽⁴⁰⁾ | Common Stock | (26) | | 315,000 ⁽³⁸⁾ | D | |
| Employee Stock Option (right to buy) | \$46.27 | 03/14/2017 | | A | | 305,500 | | (41) | 03/14/2027 | Common Stock | 305,500 | \$0 | 305,500 | D | |
| Restricted Stock Units | (42) | 03/13/2017 | | M | | 38,100 | | (43) | (44) | Common Stock | 38,100 | \$0 | 38,100 ⁽⁴⁵⁾ | D | |
| Restricted Stock Units | (42) | 03/14/2017 | | M | | 39,000 | | (46) | (44) | Common Stock | 39,000 | \$0 | 78,000 ⁽⁴⁷⁾ | D | |
| Restricted Stock Units | (42) | 03/14/2017 | | A | | 116,100 | | (48) | (44) | Common Stock | 116,100 | \$0 | 116,100 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date. Accordingly, these restricted stock units were settled in shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 2,093,544 additional shares of common stock.
- The common stock award was granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. The award is immediately vested.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 3,763,712 additional shares of common stock.
- The reporting person is one of the general partners of each of Brandon Limited Partnership No. 1, Brandon Limited Partnership No. 2, 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., Hilrod Holdings XV, L.P., and Hilrod Holdings XVI, L.P. The reporting person is the trustee of RCS 2008 GRAT #2, RCS Direct 2010 GRAT, RCS Direct 2010 GRAT #2 and RCS Direct 2011 GRAT.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 19,591,296 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 69,848 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 142,856 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 215,800 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 80,144 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 379,056 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 302,296 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 166,612 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 336,828 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 266,008 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 960,636 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 617,252 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 5,888 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 1,499,460 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 60,136 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 70,324 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 3,224 additional shares of common stock.
- On November 9, 2016, the common stock of Monster Beverage Corporation split 3-for-1, resulting in the reporting person's ownership of 53,732 additional shares of common stock.
- This employee stock option was previously reported as covering 19,541 shares of common stock at an exercise price of \$15.86 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- The options are currently vested.
- No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
- This employee stock option was previously reported as covering 62,076 shares of common stock at an exercise price of \$15.86 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- This employee stock option was previously reported as covering 5,610 shares of common stock at an exercise price of \$17.82 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- This employee stock option was previously reported as covering 94,390 shares of common stock at an exercise price of \$17.82 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- This employee stock option was previously reported as covering 3,706 shares of common stock at an exercise price of \$53.96 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- This employee stock option was previously reported as covering 136,294 shares of common stock at an exercise price of \$53.96 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
- This employee stock option was previously reported as covering 70,000 shares of common stock at an exercise price of \$53.96 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.

- 2016.
33. This employee stock option was previously reported as covering 70,000 shares of common stock at an exercise price of \$70.06 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
34. This employee stock option was previously reported as covering 140,000 shares of common stock at an exercise price of \$70.06 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
35. This employee stock option was previously reported as covering 52,800 shares of common stock at an exercise price of \$135.48 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
36. The options are currently vested with respect to 79,200 shares. The remaining options vest on March 14, 2018.
37. This employee stock option was previously reported as covering 26,400 shares of common stock at an exercise price of \$135.48 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
38. This employee stock option was previously reported as covering 105,000 shares of common stock at an exercise price of \$131.96 per share, but was adjusted to reflect the stock split that occurred on November 9, 2016.
39. The options are currently vested with respect to 105,000 shares. The remaining options vest in two equal installments on March 14, 2018 and 2019.
40. This option expires on March 14, 2026. Previous disclosures included a clerical error reporting an expiration date of March 24, 2026 for this option.
41. The options vest in three equal installments on March 14, 2018, 2019 and 2020.
42. The restricted stock units were granted under the Monster Beverage Corporation 2011 Omnibus Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock as of the vesting date.
43. The remaining restricted stock units vest on March 13, 2018.
44. Not applicable.
45. These restricted stock units were previously reported as covering 25,400 shares of common stock, but were adjusted to reflect the stock split that occurred on November 9, 2016.
46. The remaining restricted stock units vest in two equal installments on March 14, 2018 and 2019.
47. These restricted stock units were previously reported as covering 39,000 shares of common stock, but were adjusted to reflect the stock split that occurred on November 9, 2016.
48. The restricted stock units vest in three equal installments on March 14, 2018, 2019 and 2020.

Paul J. Dechary, attorney-in-fact 03/15/2017

** 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.