

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>SCHLOSBERG HILTON H</b> <hr/> (Last) (First) (Middle) <b>1 MONSTER WAY</b> <hr/> (Street) <b>CORONA CA 92879</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>Monster Beverage Corp [ MNST ]</b>		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) <b>Vice Chairman and President</b>	
			3. Date of Earliest Transaction (Month/Day/Year) <b>04/03/2014</b>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/03/2014		G <sup>(1)</sup>	V	400,000	D	\$0	1,036,095 <sup>(2)</sup>	D	
Common Stock	08/01/2014		G <sup>(3)</sup>	V	1,000,000	D	\$0	66,904 <sup>(2)</sup>	D	
Common Stock								1,881,856	I	By Brandon Limited Partnership No. 1 <sup>(4)</sup>
Common Stock								9,815,648	I	By Brandon Limited Partnership No. 2 <sup>(4)</sup>
Common Stock								4	I	By HRS Holdings, L.P. <sup>(4)</sup>
Common Stock								4	I	By Hilrod Holdings, L.P. <sup>(4)</sup>
Common Stock								184,924	I	By Hilrod Holdings IV, L.P. <sup>(4)</sup>
Common Stock								71,428	I	By Hilrod Holdings V, L.P. <sup>(4)</sup>
Common Stock								257,900	I	By Hilrod Holdings VI, L.P. <sup>(4)</sup>
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. <sup>(4)</sup>
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. <sup>(4)</sup>
Common Stock								401,148	I	By Hilrod Holdings IX, L.P. <sup>(4)(5)</sup>
Common Stock								83,306	I	By Hilrod Holdings X, L.P. <sup>(4)(5)</sup>
Common Stock								168,414	I	By Hilrod Holdings XI, L.P. <sup>(4)</sup>

**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								170,356	I	By Hilrod Holdings XII, L.P. <sup>(4)</sup>
Common Stock	04/03/2014		G <sup>(6)</sup>	V	800,000	A	\$0	800,000	I	By Hilrod Holdings XIII, L.P. <sup>(4)</sup>
Common Stock	08/01/2014		G <sup>(7)</sup>	V	2,000,000	A	\$0	2,000,000	I	By Hilrod Holdings XIV, L.P. <sup>(4)</sup>
Common Stock								30,068	I	By RCS 2008 GRAT #2 <sup>(4)</sup>
Common Stock								102,828	I	By RCS Direct 2011 GRAT <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$3.294	05/07/2014		G <sup>(8)</sup>	V		458,636	(9)	03/23/2015	Common Stock	2,110,630	\$0	1,156,884	D	
Employee Stock Option (right to buy)	\$3.294							(9)	03/23/2015	Common Stock	289,370		289,370	I	By Hilrod Holdings XV, L.P. <sup>(4)</sup>
Employee Stock Option (right to buy)	\$8.435							(9)	11/11/2015	Common Stock	1,200,000		960,000	D	
Employee Stock Option (right to buy)	\$15.86	05/07/2014		G <sup>(8)</sup>	V		307,392	(9)	06/02/2018	Common Stock	800,000	\$0	18,912	D	
Employee Stock Option (right to buy)	\$17.82	05/07/2014		G <sup>(8)</sup>	V		200,000	(10)	12/01/2019	Common Stock	500,000	\$0	100,000	D	
Employee Stock Option (right to buy)	\$53.96							(11)	06/03/2023	Common Stock	140,000		140,000	D	
Employee Stock Option (right to buy)	\$53.96							(9)	06/03/2023	Common Stock	70,000		70,000	I	By Hilrod Holdings XV, L.P. <sup>(4)</sup>
Employee Stock Option (right to buy)	\$17.82							(12)	03/14/2024	Common Stock	210,000		210,000	D	
Restricted Stock Units	(13)							(14)	(15)	Common Stock	261,000		87,000	D	

**Explanation of Responses:**

- Reflects the assignment of shares from the reporting person to Hilrod Holdings XIII, L.P., of which the reporting person is one of the general partners. The shares assigned to Hilrod Holdings XIII, L.P. are indirectly beneficially owned by the reporting person.
- As a result of the distribution of shares, which were previously reported as indirectly beneficially owned by the reporting person, as the proceeds of an in-kind annuity payment from an existing grantor retained annuity trust to the reporting person, the total amount of shares directly owned increased prior to this transaction.
- Reflects the assignment of shares from the reporting person to Hilrod Holdings XIV, L.P., of which the reporting person is one of the general partners. The shares assigned to Hilrod Holdings XIV, L.P. are indirectly beneficially owned by the reporting person.
- The reporting person is one of the general partners of each of Brandon Limited Partnership No. 1, Brandon Limited Partnership No. 2, HRS Holdings, L.P., Hilrod Holdings, L.P., Hilrod Holdings IV, L.P., Hilrod Holdings V, L.P., Hilrod Holdings VI, L.P., Hilrod Holdings VII, L.P., Hilrod Holdings VIII, L.P., Hilrod Holdings IX, L.P., Hilrod Holdings X, L.P., Hilrod Holdings XI, L.P., Hilrod Holdings XII, L.P., Hilrod Holdings XIII, L.P., Hilrod Holdings XIV, L.P. and Hilrod Holdings XV, L.P. The reporting person is the co-trustee of RCS 2008 GRAT #2 and the trustee of RCS Direct 2011 GRAT.

5. Reflects the distribution of shares as the proceeds of an in-kind annuity payment from existing grantor retained annuity trusts and the transfer of shares directly to the reporting person. The shares received from the in-kind annuity payment and direct transfer are directly beneficially owned by the reporting person.
6. Reflects the assignment of shares from the reporting person and Rodney Sacks to Hilrod Holdings XIII, L.P., of which the reporting person is one of the general partners. The shares assigned to Hilrod Holdings XIII, L.P. are indirectly beneficially owned by the reporting person.
7. Reflects the assignment of shares from the reporting person and Rodney Sacks to Hilrod Holdings XIV, L.P., of which the reporting person is one of the general partners. The shares assigned to Hilrod Holdings XIV, L.P. are indirectly beneficially owned by the reporting person.
8. Reflects the assignment of options to a grantor retained annuity trust of which the reporting person is not the beneficial owner.
9. The options are currently vested.
10. The remaining options vest on December 1, 2014.
11. The remaining options vest in two equal installments on June 3, 2015 and 2016.
12. The options vest in three equal installments on March 14, 2015, 2016 and 2017.
13. 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.
14. The remaining restricted stock units vest on September 1, 2014.
15. Not applicable.

**Remarks:**

Hilton H. Schlosberg

08/18/2014

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**