

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>SCHLOSBERG HILTON H</u> (Last) (First) (Middle) <u>1 MONSTER WAY</u> (Street) <u>CORONA CA 92879</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Monster Beverage Corp [MNST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2015</u>	
	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
	(Empty)	

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	01/07/2015		M		1,156,884	A	\$3.294	1,217,487	D	
Common Stock	01/07/2015		F		555,740	D	\$115.96	661,747	D	
Common Stock	01/06/2015		s ⁽¹⁾		9,913	D	\$110.45 ⁽²⁾	75,011	I	By Hilrod Holdings IV, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		23,504	D	\$111.64 ⁽⁴⁾	51,507	I	By Hilrod Holdings IV, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		13,306	D	\$112.28 ⁽⁵⁾	38,201	I	By Hilrod Holdings IV, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		3,277	D	\$113.41 ⁽⁶⁾	34,924	I	By Hilrod Holdings IV, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		9,913	D	\$110.45 ⁽²⁾	147,987	I	By Hilrod Holdings VI, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		23,504	D	\$111.64 ⁽⁴⁾	124,483	I	By Hilrod Holdings VI, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		13,306	D	\$112.28 ⁽⁵⁾	111,177	I	By Hilrod Holdings VI, L.P. ⁽³⁾
Common Stock	01/06/2015		s ⁽¹⁾		3,277	D	\$113.41 ⁽⁶⁾	107,900	I	By Hilrod Holdings VI, L.P. ⁽³⁾
Common Stock	01/07/2015		M		289,370	A	\$3.294	578,740 ⁽⁷⁾	I	By Hilrod Holdings XV, L.P. ⁽³⁾
Common Stock	01/07/2015		F		145,502	D	\$115.96	289,736 ⁽⁸⁾	I	By Hilrod Holdings XV, L.P. ⁽³⁾
Common Stock								1,881,856	I	By Brandon Limited Partnership No. 1 ⁽³⁾
Common Stock								9,815,648	I	By Brandon Limited Partnership No. 2 ⁽³⁾

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			Code	V	Amount	(A) or (D)	Price			
Common Stock								71,428	I	By Hilrod Holdings V, L.P. ⁽³⁾
Common Stock								40,072	I	By Hilrod Holdings VII, L.P. ⁽³⁾
Common Stock								189,528	I	By Hilrod Holdings VIII, L.P. ⁽³⁾
Common Stock								401,148	I	By Hilrod Holdings IX, L.P. ⁽³⁾
Common Stock								83,306	I	By Hilrod Holdings X, L.P. ⁽³⁾
Common Stock								168,414	I	By Hilrod Holdings XI, L.P. ⁽³⁾
Common Stock								170,356	I	By Hilrod Holdings XII, L.P. ⁽³⁾
Common Stock								800,000	I	By Hilrod Holdings XIII, L.P. ⁽³⁾
Common Stock								2,000,000	I	By Hilrod Holdings XIV, L.P. ⁽³⁾
Common Stock								30,068	I	By RCS 2008 GRAT #2 ⁽³⁾
Common Stock	01/08/2015		G ⁽⁹⁾	V	34,390	D	\$0	68,438	I	By RCS Direct 2011 GRAT ⁽³⁾

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	01/07/2015		M		1,156,884		(10)	03/23/2015	Common Stock	2,110,630	\$0	0	D	
Employee Stock Option (right to buy)	\$3.294	01/07/2015		M		289,370		(10)	03/23/2015	Common Stock	289,370	\$0	0	I	By Hilrod Holdings XV, L.P. ⁽³⁾
Employee Stock Option (right to buy)	\$8.435							(10)	11/11/2015	Common Stock	1,200,000		960,000	D	
Employee Stock Option (right to buy)	\$15.86							(10)	06/02/2018	Common Stock	800,000		18,912	D	
Employee Stock Option (right to buy)	\$17.82							(10)	12/01/2019	Common Stock	500,000		100,000	D	

**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)	\$53.96							(11)	06/03/2023	Common Stock	140,000		140,000	D	
Employee Stock Option (right to buy)	\$53.96							(10)	06/03/2023	Common Stock	70,000		70,000	I	By Hilrod Holdings XV, L.P. ⁽³⁾
Employee Stock Option (right to buy)	\$70.06							(12)	03/14/2024	Common Stock	210,000		210,000	D	

Explanation of Responses:

- Sale of shares pursuant to a Rule 10b5-1 trading plan adopted December 12, 2014.
- This transaction was executed in multiple trades at prices ranging from \$110.00 to \$110.98. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer of a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- 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. The reporting person is the trustee of each of RCS 2009 GRAT #2, RCS Direct 2010 GRAT and RCS Direct 2010 GRAT #2.
- This transaction was executed in multiple trades at prices ranging from \$111.01 to \$112.01. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer of a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$112.02 to \$113.005. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer of a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$113.035 to \$113.965. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer of a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- Includes 289,370 shares of Common Stock received pursuant to the January 7, 2015 exercise of options previously assigned to Hilrod Holdings XV, L.P. by Rodney C. Sacks.
- Includes 145,502 shares of Common Stock withheld by the issuer in connection with the January 7, 2015 exercise of options previously assigned to Hilrod Holdings XV, L.P. by Rodney C. Sacks.
- Reflects the transfer of shares as proceeds of an in-kind annuity payment from such grantor retained annuity trust to Rodney C. Sacks.
- The options are currently vested.
- The remaining options vest in two equal installments on June 3, 2015 and 2016.
- The options vest in three equal installments on March 3, 2015, 2016 and 2017.

Remarks:

Hilton H. Schlosberg

01/08/2015

** 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.

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