

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| | | | | | | | | |
|---|--|--|--|--|--|--|--|--|
| 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 Co-CEO | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/22/2022 | | | 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 | 04/22/2022 | | G ⁽¹⁾ | V | 366,930 | A | \$0 | 525,624 | D | |
| Common Stock | 05/18/2022 | | J | V | 9,884 ⁽²⁾ | A | \$0 | 535,508 | D | |
| Common Stock | | | | | | | | 5,645,568 | I | By Brandon Limited Partnership No. 1 ⁽³⁾ |
| Common Stock | | | | | | | | 29,386,944 | I | By Brandon Limited Partnership No. 2 ⁽³⁾ |
| Common Stock | | | | | | | | 104,772 | I | By Hilrod Holdings IV, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 214,284 | I | By Hilrod Holdings V, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 323,700 | I | By Hilrod Holdings VI, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 120,216 | I | By Hilrod Holdings VII, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 568,584 | I | By Hilrod Holdings VIII, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 453,444 | I | By Hilrod Holdings IX, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 249,918 | I | By Hilrod Holdings X, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 505,242 | I | By Hilrod Holdings XI, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 327,186 | I | By Hilrod Holdings XII, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 1,440,954 | I | By Hilrod Holdings XIII, L.P. ⁽³⁾ |

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|---------------------------------|--------------------------------------|--|--------------------------------|------------------------|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 186,790 | I | By Hilrod Holdings XIV, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 4,176 | I | By Hilrod Holdings XV, L.P. ⁽³⁾ |
| Common Stock | 05/18/2022 | | | J ⁽⁴⁾⁽⁵⁾⁽⁶⁾ | | 988,386 | D | \$0 | I | By Hilrod Holdings XVII, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 336,772 | I | By Hilrod Holdings XIX, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 364,636 ⁽⁷⁾ | I | By Hilrod Holdings XX, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 364,636 ⁽⁸⁾ | I | By Hilrod Holdings XXI, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 500,000 | I | By Hilrod Holdings XXII, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 360,244 | I | By Hilrod Holdings XXIV, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 900,000 | I | By Hilrod Holdings XXV, L.P. ⁽³⁾ |
| Common Stock | | | | | | | | 105,486 | I | By RCS Direct 2010 GRAT ⁽³⁾ |
| Common Stock | | | | | | | | 4,836 | I | By RCS Direct 2010 GRAT #2 ⁽³⁾ |
| Common Stock | | | | | | | | 1,639,842 | I | By RCS 2010 GRAT #3 ⁽³⁾ |
| Common Stock | | | | | | | | 80,598 | 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) | \$17.99 | | | | | | | ⁽⁹⁾ | 06/03/2023 | Common Stock | ⁽¹⁰⁾ | | 11,118 | 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) | \$17.99 | | | | | | | (9) | 06/03/2023 | Common Stock | (10) | | 408,882 | I | By Hilrod Holdings XVI, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$17.99 | | | | | | | (9) | 06/03/2023 | Common Stock | (10) | | 210,000 | I | By Hilrod Holdings XV, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$23.35 | | | | | | | (9) | 03/14/2024 | Common Stock | (10) | | 4,281 | D | |
| Employee Stock Option (right to buy) | \$23.35 | | | | | | | (9) | 03/14/2024 | Common Stock | (10) | | 420,000 | I | By Hilrod Holdings XVI, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$23.35 | | | | | | | (9) | 03/14/2024 | Common Stock | (10) | | 154,302 | I | By Hilrod Holdings XVIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$23.35 | | | | | | | (9) | 03/14/2024 | Common Stock | (10) | | 51,417 | I | By Hilrod Holdings XXIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$45.16 | | | | | | | (9) | 03/13/2025 | Common Stock | (10) | | 2,214 | D | |
| Employee Stock Option (right to buy) | \$45.16 | | | | | | | (9) | 03/13/2025 | Common Stock | (10) | | 79,200 | I | By Hilrod Holdings XVI, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$45.16 | | | | | | | (9) | 03/13/2025 | Common Stock | (10) | | 156,186 | I | By Hilrod Holdings XVIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$43.99 | | | | | | | (9) | 03/14/2026 | Common Stock | (10) | | 2,271 | D | |
| Employee Stock Option (right to buy) | \$43.99 | | | | | | | (9) | 03/14/2026 | Common Stock | (10) | | 97,257 | I | By Hilrod Holdings XVIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$43.99 | | | | | | | (9) | 03/14/2026 | Common Stock | (10) | | 215,472 | I | By Hilrod Holdings XXVI, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$46.27 | | | | | | | (9) | 03/14/2027 | Common Stock | (10) | | 2,163 | D | |
| Employee Stock Option (right to buy) | \$46.27 | | | | | | | (9) | 03/14/2027 | Common Stock | (10) | | 24,963 | I | By Hilrod Holdings XVIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$46.27 | | | | | | | (9) | 03/14/2027 | Common Stock | (10) | | 76,871 | I | By Hilrod Holdings XXIII, L.P. ⁽³⁾ |
| Employee Stock Option (right to buy) | \$46.27 | | | | | | | (9) | 03/14/2027 | Common Stock | (10) | | 201,503 | I | By Hilrod Holdings XXVI, L.P. ⁽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) | \$58.73 | | | | | | | (9) | 03/14/2028 | Common Stock | (10) | | 1,702 | D | |
| Employee Stock Option (right to buy) | \$58.73 | | | | | | | (9) | 03/14/2028 | Common Stock | (10) | | 86,298 | I | By Hilrod Holdings XXIII, L.P. (3) |
| Employee Stock Option (right to buy) | \$58.73 | | | | | | | (9) | 03/14/2028 | Common Stock | (10) | | 176,000 | I | By Hilrod Holdings XXVI, L.P. (3) |
| Employee Stock Option (right to buy) | \$59.67 | | | | | | | (9) | 03/14/2029 | Common Stock | (10) | | 97,200 | D | |
| Employee Stock Option (right to buy) | \$59.67 | | | | | | | (9) | 03/14/2029 | Common Stock | (10) | | 97,200 | I | By Hilrod Holdings XXIII, L.P. (3) |
| Employee Stock Option (right to buy) | \$59.67 | | | | | | | (9) | 03/14/2029 | Common Stock | (10) | | 97,200 | I | By Hilrod Holdings XXVI, L.P. (3) |
| Employee Stock Option (right to buy) | \$62.39 | | | | | | | (11) | 03/13/2030 | Common Stock | (10) | | 106,334 | D | |
| Employee Stock Option (right to buy) | \$63.29 | | | | | | | (9) | 03/13/2030 | Common Stock | (10) | | 85,066 | I | By Hilrod Holdings XXIII, L.P. (3) |
| Employee Stock Option (right to buy) | \$88.94 | | | | | | | (12) | 03/12/2031 | Common Stock | (10) | | 129,900 | D | |
| Employee Stock Option (right to buy) | \$73.23 | | | | | | | (13) | 03/14/2032 | Common Stock | (10) | | 145,700 | D | |
| Restricted Stock Units | (14) | | | | | | | (15) | (16) | Common Stock | (10) | | 16,028 | D | |
| Restricted Stock Units | (17) | | | | | | | (18) | (16) | Common Stock | (10) | | 25,267 | D | |
| Restricted Stock Units | (17) | | | | | | | (19) | (16) | Common Stock | (10) | | 46,100 | D | |

Explanation of Responses:

- 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 Hilrod Holdings XX, L.P. ("Hilrod XX") and Hilrod Holdings XXI, L.P. ("Hilrod XXI") to the reporting person, the total amount of shares directly owned has increased.
- Reflects 9,884 shares distributed to the reporting person by Hilrod Holdings XVII, L.P. ("Hilrod XVII"), which shares were previously reported as indirectly beneficially owned by the reporting person due to his general partnership interest in Hilrod XVII.
- Reporting person (i) 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., Hilrod Holdings XVI, L.P., Hilrod XVII, Hilrod Holdings XVIII, L.P., Hilrod Holdings XIX, L.P., Hilrod XX, Hilrod XXI, Hilrod Holdings XXII, L.P., Hilrod Holdings XXIII, L.P., Hilrod Holdings XXIV, L.P., Hilrod Holdings XXV, L.P. and Hilrod Holdings XXVI, L.P., (ii) is the trustee of RCS Direct 2010 GRAT, RCS Direct 2010 RCS Direct 2011 GRAT and (iii) disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- On May 18, 2022, Hilrod XVII distributed, without consideration, all shares of Common Stock previously reported as indirectly held, to (i) the reporting person, as a general partner of Hilrod XVII, his pro rata portion (determined based on his general partnership interest, which general partnership interest represented ownership equal to approximately 1% of Hilrod XVII) of the shares of Common Stock distributed by Hilrod XVII, as applicable; and (ii) Mr. Sacks, as a general partner of Hilrod XVII, his pro rata portion (determined based on his general partnership interest, which general partnership interest represented ownership equal to approximately 1% of Hilrod XVII) of the shares of Common Stock distributed by Hilrod XVII, as applicable.
- On May 18, 2022, Hilrod XVII also distributed, without consideration, all Common Stock previously reported as indirectly held, to its limited partners, which are entities for the benefit of certain family members of the reporting person and Mr. Sacks, as applicable, pro rata, the remaining shares of Common Stock distributed by Hilrod XVII, and such limited partners subsequently transferred such shares of Common Stock to other entities for the benefit of certain family members of the reporting person or Mr. Sacks, as applicable, which entities are controlled by an independent third party.
- The May 18, 2022 distributions were effected for the purpose of restructuring family holdings.
- Reflects the distribution of shares as the proceeds of an in-kind annuity payment from an existing grantor retained annuity trust and the transfer of shares directly to the reporting person as one of the general partners of Hilrod Holdings XX, L.P. The shares received from the in-kind annuity payment and direct transfer are directly beneficially owned by the reporting person.
- Reflects the distribution of shares as the proceeds of an in-kind annuity payment from an existing grantor retained annuity trust and the transfer of shares directly to the reporting person as one of the general partners of Hilrod Holdings XXI, L.P. The shares received from the in-kind annuity payment and direct transfer are directly beneficially owned by the reporting person.

9. The options are currently vested.
10. No transaction is being reported at this time. This line is only reporting holdings as of the date hereof.
11. The options are currently vested with respect to 53,167 shares. The remaining options vest on March 13, 2023.
12. The options are currently vested with respect to 43,300 shares. The remaining options vest in two equal installments on March 12, 2023 and March 12, 2024.
13. The options vest in three installments as follows: 48,566 shares on March 14, 2023; 48,567 shares on March 14, 2024 and 48,567 shares on March 14, 2025.
14. 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.
15. The remaining restricted stock units vest on March 13, 2023.
16. Not applicable.
17. The restricted stock units were granted under the Monster Beverage Corporation 2020 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.
18. The restricted stock units vest in two installments as follows: 12,633 units on March 12, 2023 and 12,634 units on March 12, 2024.
19. The restricted stock units vest in three installments as follows: 15,366 units on March 14, 2023, 15,367 units on March 14, 2024 and 15,367 units on March 14, 2025.

Paul J. Dechary, attorney-in-
fact 05/20/2022

** 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.