SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1996   COMMISSION FILE NUMBER 0-18761

HANSEN NATURAL CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	39-1679918
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2401 EAST KATELLA AVENUE, SUITE 650 ANAHEIM, CALIFORNIA	92806
(Address of principal executive offices)	(Zip code)

(714) 634-4200
(Registrant's telephone number, including area code)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS) AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

Yes X   No
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THE REGISTRANT HAD 9,122,868 SHARES OF COMMON STOCK
OUTSTANDING AS OF MAY 1, 1996

HANSEN NATURAL CORPORATION AND SUBSIDIARIES
MARCH 31, 1996

INDEX

HANSEN NATURAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	MARCH 31, 1996	DECEMBER 31, 1995
ASSETS		
CURRENT ASSETS:		
Cash	$	$ 87,916
Accounts receivable (net of allowance for doubtful accounts, sales returns and cash discounts of $298,001 in 1996 and $422,831 in 1995 and promotional allowances of $919,341 in 1996 and $782,034 in 1995)	1,883,579	1,729,155
Inventories	2,904,013	3,120,519
Prepaid expenses and other current assets	364,732	487,507
Total current assets	5,152,324	5,425,097
PLANT AND EQUIPMENT, net	753,277	784,884
INTANGIBLE AND OTHER ASSETS:		
Trademark license and trademarks (net of accumulated amortization of $1,818,309 in 1996 and $1,692,885 in 1995)	10,674,279	10,794,052
Notes receivable from officers	70,335	73,883
Deposits and other assets	466,655	443,503
Total intangible and other assets	11,211,269	11,311,438
	$17,116,870	$17,521,419

See accompanying notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS (UNAUDITED) (CONTINUED)

	MARCH 31, 1996	DECEMBER 31, 1995
LIABILITIES & SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Bank checks outstanding, less cash on deposit	$ 360,323	$
Short-term borrowings	1,011,169	1,474,335
Accounts payable	3,025,499	3,382,765
Accrued liabilities	233,732	155,959
Current portion of long-term debt	31,394	30,782
Total current liabilities	4,662,117	5,043,841
LONG-TERM DEBT (net of unamortized premium of $30,407 in 1996 and $17,875 in 1995)	4,018,422	4,031,663
SHAREHOLDERS' EQUITY:		
Common stock - $.005 par value; 30,000,000 shares authorized; 9,122,868 shares issued and outstanding in 1996 and 1995	45,614	45,614
Additional paid-in capital	10,847,355	10,847,355
Accumulated deficit	(2,464,760)	(2,483,266)
Foreign currency translation adjustment	8,122	36,212
Total shareholders' equity	8,436,331	8,445,915
	$17,116,870	$17,521,419

See accompanying notes to consolidated financial statements.

HANSEN NATURAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 1996 AND 1995 (UNAUDITED)

	1996	1995
NET SALES	$7,370,581	$5,433,697
COST OF SALES	4,607,953	3,256,761
GROSS PROFIT	2,762,628	2,176,936
OPERATING EXPENSES:		
Selling, general and administrative	2,489,904	2,290,591
Amortization of trademark license and trademarks	125,424	124,158
Other expenses	74,291	126,374
Total operating expenses	2,689,619	2,541,123
OPERATING INCOME (LOSS)	73,009	(364,187)
NONOPERATING EXPENSE (INCOME):		
Interest and financing expense	165,759	100,723
Interest income	(4,366)	(8,349)
Other income (Note 2)	(106,890)	
Net nonoperating expense	54,503	92,374
NET INCOME (LOSS)	$ 18,506	$ (456,561)
NET INCOME (LOSS) PER COMMON SHARE	$ 0.002	$ (0.050)
NUMBER OF COMMON SHARES USED IN PER SHARE COMPUTATIONS	9,122,868	9,122,868

See accompanying notes to consolidated financial statements.

HANSEN NATURAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1996 AND 1995 (UNAUDITED)

	1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 18,506	$ (456,561)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Amortization of trademark license and trademarks	125,424	124,158
Depreciation and other amortization	59,409	57,867
Loss on sale of equipment	5,618	
Effect on cash of changes in operating assets and liabilities:		
Accounts receivable	(154,424)	(120,811)
Inventories	216,506	459,433
Prepaid expenses and other current assets	122,775	130,974
Accounts payable	(357,266)	(822,712)
Accrued liabilities and deferred income taxes	77,773	144,353
Net cash provided by (used in) operating activities	114,321	(483,299)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of plant and equipment	(43,346)	(13,402)
Proceeds from sale of plant and equipment	22,458	
Increase in trademark license	(5,651)	(41,214)
Decrease in notes receivable from officers	3,548	5,784
Increase in deposits and other assets	(23,152)	(61,514)
Net cash used in investing activities	(46,143)	(110,346)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Decrease in short-term borrowings	(463,166)	
Principal payments on long-term debt	(25,161)	
Net cash used in financing activities	(488,327)	
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(28,090)	(2,338)
NET DECREASE IN CASH	(448,239)	(595,983)
CASH, beginning of period	87,916	1,091,037
(BANK CHECKS OUTSTANDING, LESS CASH ON DEPOSIT) CASH, end of period	(360,323)	495,054
SUPPLEMENTAL INFORMATION:		
Cash paid during the period for interest	$ 116,988	$ 62,499

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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1. BASIS OF PRESENTATION

Reference is made to the Notes to Consolidated Financial Statements, in the Company's Form 10-K for the year ended December 31, 1995, which is incorporated by reference, for a summary of significant policies utilized by Hansen Natural Corporation ("Hansen" or "Company") and its subsidiaries, Hansen Beverage Company and CVI Ventures, Inc., and its two indirect subsidiaries, Hansen Beverage Company (UK) Limited and Hansen Beverage Company (Services) Limited. The information set forth in these interim financial statements is unaudited and may be subject to normal year-end adjustments. The information reflects all adjustments, which include only normal recurring adjustments, which in the opinion of management are necessary to make the financial statements not misleading. Results of operations covered by this report may not necessarily be indicative of results of operations for the full fiscal year.

2. OTHER INCOME

In connection with the acquisition of the Hansen business, the Company was assigned a promissory note made by Hawaiian Water Partners in the original principal amount of $310,027 plus interest thereon and certain additional principal amounts. The note was secured by the proceeds, if any, of a lawsuit. The collectibility of this note was dependent upon the outcome of a lawsuit and consequently the Company fully reserved against this asset. Following a judgment from the lawsuit, a settlement was reached among the plaintiff, defendant and competing claimants to the proceeds from the lawsuit. Under the terms of the settlement, the Company is to receive a total of $616,000 plus interest, of which $480,000 of this amount was received at the end of April 1996. The balance of $136,000 is due to be paid on August 1, 1996. As of December 31, 1995, the Company had reserved an amount of $270,000 against the note. In light of the proceeds collected subsequent to year end, the Company reduced the reserve with respect to the note to $136,000 as of March 31, 1996 and recorded $107,000 in other income in the first quarter of 1996, which represents the decrease in the reserve less $27,000 for attorney's fees incurred in connection with the settlement.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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GENERAL

Management believes that during the first quarter of 1996, the Company continued to make progress towards achieving its ultimate goal of geographically expanding the Hansen's-Registered Mark- brand, both nationally and internationally. However, profitability during the period continued to be adversely affected by the costs and expenditures incurred by the Company in connection with its expansion strategy, including costs relating to:

(1) the operation and development of the Company's international activities; and

(2) the development of the Company's route distribution system in Southern California.

The net loss attributable to the expansion activities described above amounted to approximately $111,000 in the aggregate during the three-month period ended March 31, 1996 as compared to a net loss from these activities of approximately $208,000 in the aggregate during the three-month period ended March 31, 1995.

Profitability during the period was also adversely affected by the costs and expenditures incurred by the Company in connection with the development and introduction of new products and flavors.

During the first quarter of 1996, the expansion of distribution of the Company's products into new markets within the United States contributed positively to the profitability of the Company as compared to the net loss that was incurred by the Company from such activities during the three-month period ended March 31, 1995.

Net sales and profitability during the period were adversely affected by lower sales and gross profits from soda and iced teas, lemonades and juice cocktails but were positively affected by sales of the Company's new Hansen's-Registered Mark- Fruit Juice Smoothies.

RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 1996 COMPARED TO THE THREE-MONTH PERIOD ENDED MARCH 31, 1995

NET SALES. For the three-month period ended March 31, 1996, net sales were approximately $7.4 million, an increase of $2.0 million or 35.6% over the $5.4 million net sales for the three-month period ended March 31, 1995. The increase in net sales was primarily attributable to increased sales of Hansen's-Registered Mark- fruit juice Smoothies, which were introduced at the end of the first quarter of 1995 and increased sales of Hansen's-Registered Mark- apple juice. The increase in net sales was partially offset by a decrease in net sales of soda and iced teas, lemonades and juice cocktails. Net sales of soda for the three-month period ended March 31, 1996 were 22.7% lower than for the three-month period ended March 31, 1995. Net sales of iced teas, lemonades and juice cocktails for the three-month period ended March 31, 1996 were 12.2% lower than for the three-month period ended March 31, 1995. During the quarter, the Company sought to improve gross margins by gradual price increases and lower expenditures for promotions. Due to aggressive retail pricing and promotions of mainstream sodas, it became necessary for the Company to reduce the retail prices of its soda products to remain competitive and improve sales volumes.

GROSS PROFIT. Gross profit was $2.8 million for the three-month period ended March 31, 1996, an increase of $586,000 or 26.9% over the $2.2 million gross profit for the three-month period ended March 31, 1995. Gross profit as a percentage of net sales decreased to 37.5% for the three-month period ended March 31, 1996 from 40.1% for the three-month period ended March 31, 1995. The increase in gross

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profit was primarily attributable to higher net sales. However, the decrease in gross profit as a percentage of net sales was primarily attributable to the higher cost of apple juice concentrate and a change in the product mix resulting from increased sales of the Company's lower margin non-carbonated and Smoothie product lines and lower margin international sales.

TOTAL OPERATING EXPENSES. Total operating expenses were $2.7 million for the three-month period ended March 31, 1996, an increase of $149,000 or 5.8% over total operating expenses of $2.5 million for the three-month period ended March 31, 1995. Total operating expenses as a percentage of net sales decreased to 36.5% for the three-month period ended March 31, 1996 compared to total operating expenses as a percentage of net sales of 46.8% for the three-month period ended March 31, 1995. The net increase in total operating expenses was primarily attributable to increased selling, general and administrative expenses which was partially offset by a decrease in other expenses. The decrease in total operating expenses as a percentage of net sales was primarily attributable to the significant increase in net sales and the comparatively smaller increase in operating expenses from the comparable period in 1995.

Selling, general and administrative expenses were $2.5 million for the three-month period ended March 31, 1996, an increase of $199,000 or 8.7% over selling, general and administrative expenses of $2.3 million for the three-month period ended March 31, 1995. The increase in such expenses was primarily attributable to higher selling expenses incurred to support the increase in net sales, and partially attributable to higher freight costs incurred by the Company to deliver its Smoothie products to stores outside of California, increased promotional allowances for the Company's Smoothie products and sampling programs to stimulate trial and awareness of the Company's Smoothie and other products. In addition, general and administrative expenses were slightly higher primarily due to increased expenses in connection with the development of and support for new products.

Other expenses were $74,000 for the three-month period ended March 31, 1996, a decrease of $52,000 or 41.2% below other expenses of $126,000 for the three-month period ended March 31, 1995. This decrease was primarily attributable to the expiration of certain consulting agreements which were entered into in connection with the purchase of the Hansen Business and the merger between the Company, CVI Ventures, Inc. and Continental Ventures, Inc.

OPERATING INCOME (LOSS). Operating income was $73,000 for the three-month period ended March 31, 1996 compared to operating loss of $364,000 for the three-month period ended March 31, 1995. The $437,000 increase in operating income was attributable to a $586,000 increase in gross profit which was partially offset by a $149,000 increase in operating expenses.

NET NONOPERATING EXPENSE. Net nonoperating expense was $54,000 for the three-month period ended March 31, 1996 which was $38,000 lower than net nonoperating expense of $92,000 for the three-month period ended March 31, 1995. Net nonoperating expense for the three-month periods ended March 31, 1996 and 1995, respectively, consists of interest and financing expense and interest income. In 1996, net nonoperating expense also includes other income. Interest and financing expense for the three-month period ended March 31, 1996 was $166,000 compared to $101,000 for the three-month period ended March 31, 1995. The increase in interest and financing expense was attributable to expenses incurred in connection with a line of credit that was obtained by the Company during the third quarter of 1995 and additional interest expense in connection with that line. Interest income for the three-month period ended March 31, 1996 was $4,000 compared to $8,000 for the three-month period ended March 31, 1995. This decrease was attributable to less cash available for investment. In 1996, other income of $107,000 represents the net recovery under the Hawaiian Water Partners note described below.

In connection with the acquisition of the Hansen Business, the Company was assigned a promissory note made by Hawaiian Water Partners in the original principal amount of $310,027 plus interest thereon and certain additional principal amounts. The note is secured by the proceeds, if any, of a lawsuit. The collectibility of this note was dependent upon the outcome of a lawsuit and consequently the Company fully reserved against this asset. Following a judgment in the lawsuit, a settlement was reached among the plaintiff, defendant and competing claimants to the proceeds from the lawsuit. Under the terms of the settlement, the Company is to receive a total of $616,000 plus interest, of which $480,000 of this amount was received at the end of April 1996. The balance of $136,000 is due to be paid on August 1, 1996. As of December 31, 1995, the Company had reserved an amount of $270,000 against the note. In light of the proceeds collected subsequent to year end, the Company reduced the reserve with respect to the note to $136,000 as of March 31, 1996 and recorded $107,000 in other income in the first quarter of 1996, which represents the decrease in the reserve less $27,000 for attorney's fees incurred in connection with the settlement.

NET INCOME (LOSS). Net income was $19,000 for the three-month period ended March 31, 1996 compared to a net loss of $456,000 for the three-month period ended March 31, 1995. The $475,000 increase in net income for this period consists of an increase in operating income of $437,000 and a decrease in net nonoperating expense of $38,000.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 1996, the Company had working capital of $490,207 compared to $381,256 as of December 31, 1995.

During the third quarter of 1995, the Company obtained a revolving line of credit of up to $3 million in aggregate at any time outstanding. The utilization of this line of credit by the Company is dependant upon certain levels of eligible accounts receivable and inventory from time to time. The line of credit is secured by substantially all of the Company's assets, including accounts receivable, inventory, trademarks, trademark licenses and certain equipment. As of March 31, 1996, $1,011,169 was outstanding under the line of credit. The line of credit terminates and all amounts owing thereunder become due on August 31, 1996 unless renewed. The line of credit is subject to automatic renewal on an annual basis unless terminated by either party. Management expects the line of credit to be renewed, although there can be no assurance that this will occur.

During the second half of 1995 and the first quarter of 1996, the Company utilized a portion of its line of credit, together with its own funds, for working capital and to finance its expansion and development plans. Purchases of inventory and support of accounts receivable, as well as the Company's expansion and development plans, have been, and for the foreseeable future, are expected to remain the Company's principal recurring use of funds. The Company's other use of funds in the future will be the repayment of principal and interest on the line of credit and the Company's long-term debt, as well as obligations under certain consulting agreements entered into in connection with the acquisition of the Hansen Business.

Management believes that cash available from operations, current cash resources and its line of credit will be sufficient for its working capital needs over the next twelve months.

Although the Company has no current plans to incur any material capital expenditures, management, from time to time, considers the acquisition of capital equipment, businesses compatible with the image of the Hansen's-Registered Mark- brand and the introduction of new product lines. The Company may require additional capital resources in the event of any such transaction, depending upon the cash requirements relating thereto.

SALES

The following table sets forth selected quarterly data regarding sales for the past four years. Data from any one or more quarters are not necessarily indicative of annual results or continuing trends.

Sales are expressed in actual cases and case equivalents. A case equivalent is equal to the amount of soda concentrate sold that will yield twenty-four 12-ounce (354 ml) cans measured by volume. Actual cases of soda equal twenty-four 12-ounce (354 ml) cans or 11-ounce (325 ml) bottles or twelve 23-ounce (680 ml) bottles measured by volume. A case of apple juice equals twelve 32-ounce bottles, six 64-ounce bottles, eight 64-ounce bottles, four 128-ounce bottles or the equivalent volume. A case of non-carbonated iced teas, lemonades and juice cocktails equals twenty-four 16-ounce (473 ml) bottles measured by volume. A case of still water equals twenty-four 0.5-liter, twelve 1.0-liter, and twelve 1.5-liter plastic bottles measured by volume. A case of Equator-TM- equals twenty-four 16-ounce or twelve 24-ounce cans or twelve 20-ounce bottles. A case of fruit juice Smoothies equals twenty-four 11.5-ounce (354 ml) cans or twenty-four 16-ounce (473 ml) or 13.5-ounce (400 ml) bottles measured by volume.

The Company's quarterly results of operations reflect seasonal trends that are primarily the result of increased demand in the warmer months of the year. It has been Hansen's experience that beverage sales tend to be lower during the first and fourth quarters of each fiscal year. Because the primary historical market for Hansen's products is California, which has a year-long temperate climate, the effect of seasonal fluctuations on quarterly results may have been mitigated; however, such fluctuations may be more pronounced as the distribution of Hansen's products expands outside of California. Quarterly fluctuations may also be affected by other factors including the introduction of new products, the opening of new markets where temperature fluctuations are more pronounced, the addition of new bottlers or distributors, changes in the mix of products sold and changes in advertising and promotional expenditure.

	For the quarter ended March 31,			
	1993	1994	1995	1996
(Case and case equivalent sales in thousands)				
Soda	663	753	645	514
Apple juice	87	110	29	44
Iced teas, lemonades and juice cocktails	-	85	95	81
Still water	-	5	15	11
Equator-TM-	-	-	47	5
Smoothies	-	-	2	284
Other				3
Totals	750	953	833	942

INFLATION

The Company does not believe that inflation had a significant impact on the Company's results of operations for the periods presented.

PART II - OTHER INFORMATION

Items 1 - 5. Not Applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits - None

(b) Reports on Form 8-K - None

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, thereunto duly authorized.

HANSEN NATURAL CORPORATION
Registrant

Date: May 10, 1996

By: RODNEY C. SACKS

Rodney C. Sacks
Chairman of the Board
and Chief Executive Officer;
Principal Financial Officer

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