Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL					
OMB Number	mber: 3235-0287				
Estimated average burden					
hours per resp	oonse: 0.5				

			or Section 30(ff) of the investment Company Act of 1940						
1. Name and Address of Reporting Person* KASSAR RICHARD A			2. Issuer Name and Ticker or Trading Symbol Freshpet, Inc. [FRPT]		ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (specify below) below) Chief Financial Officer				
	ast) (First) (Middle) //O FRESHPET, INC. 00 PLAZA DRIVE, FLOOR 1		3. Date of Earliest Transaction (Month/Day/Year) 05/11/2020						
(Street) SECAUCUS NJ 07094 (City) (State) (Zip)		07094	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	1 '				
Table I. Non Derivative Securities Acquired Disposed of or Reneficially Owned									

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 7. Nature 1. Title of Security (Instr. 3) 2A. Deemed 5. Amount of 6. Ownership Execution Date. Transaction Securities Form: Direct of Indirect Beneficially Owned Following (D) or Indirect (I) (Instr. 4) (Month/Day/Year) Code (Instr. 8) (Month/Day/Year) Ownership Reported (Instr. 4) (A) or (D) nsaction(s) ٧ Price Code Amount (Instr. 3 and 4) 05/11/2020 \$16.45 149,320 D M 3.687 A common stock 05/11/2020 3.687 D \$75 145,633 D common stock S D 05/11/2020 M 6.313 A \$11 151,946 common stock 05/11/2020 6.313 D \$75 145,633 D common stock S

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and 1. Title of 3. Transaction 5. Number 7. Title and 9. Number of 11. Nature 3A. Deemed 8. Price of 10. Conversion or Exercise Price of Transaction Code (Instr. 8) Amount of Securities Underlying Ownership Form: Direct (D) Date (Month/Day/Year) Execution Date if any Expiration Date (Month/Day/Year) Derivative derivative Securities of Indirect Beneficial Security (Instr. 3) Derivative Security (Instr. 5) (Month/Day/Year) Securities Beneficially Ownership Derivative Security Acquired (A) or Disposed Derivative Security (Instr. 3 and 4) or Indirect (I) (Instr. 4) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Exercisable of Shares (A) (D) Title Code Options to purchase Commor \$16.45 05/11/2020 M 3,687 (1) 03/30/2028 3,687 \$0 4,803 D Stock common stock Options to

Explanation of Responses:

\$11

purchase

common

1. The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning March 30, 2019. The remaining options are subject to the satisfaction of certain performance goals over three years beginning December 31, 2018 and the reporting person's continued employment through the vesting date.

(2)

04/03/2027

2. The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning April 3, 2018. The remaining options are subject to the satisfaction of certain performance goals and vest on December 31, 2020 and the reporting person's continued employment through the vesting date

> 05/12/2020 /s/ Richard A. Kassar ** Signature of Reporting Person Date

6,313

Stock

\$<mark>0</mark>

0

D

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

M

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

05/11/2020

** 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.

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