

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>MIDOCEAN ASSOCIATES SPC</u> (Last) (First) (Middle) <u>C/O MIDOCEAN PARTNERS LP</u> <u>320 PARK AVE, SUITE 1600</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [FRPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2014</u>	

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	11/13/2014		C		8,688,500	A	\$7.1	8,688,500	I	See ⁽¹⁾⁽²⁾

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				
Series C Preferred Stock ⁽³⁾⁽⁴⁾	\$7.1	11/13/2014		J		12,000		(4)	(4)	Common Stock	8,875	\$0.00	11,747,569	I	See ⁽⁴⁾
Series C Preferred ⁽⁵⁾⁽⁶⁾	\$7.1	11/13/2014		C		11,747,569		(4)	(4)	Common Stock	8,688,500	\$0.00	0	I	See ⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person*
MIDOCEAN ASSOCIATES SPC

 (Last) (First) (Middle)
C/O MIDOCEAN PARTNERS LP
320 PARK AVE, SUITE 1600

 (Street)
NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
VIRTUE J EDWARD

 (Last) (First) (Middle)
C/O MIDOCEAN PARTNERS LP
320 PARK AVE, SUITE 1600

 (Street)
NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ULTRAMAR CAPITAL LTD

 (Last) (First) (Middle)
C/O MIDOCEAN PARTNERS LP
320 PARK AVE, SUITE 1600

 (Street)
NEW YORK NY 10022

 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MIDOCEAN PARTNERS III L P		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MIDOCEAN PARTNERS III-A L P		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
MIDOCEAN PARTNERS III-D L P		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

Explanation of Responses:

- 5,373,530 shares of Common Stock are held by MidOcean Partners III, L.P., 2,856,777 shares of Common Stock are held by MidOcean Partners III-A, L.P. and 458,193 shares of Common Stock are held by MidOcean Partners III-D, L.P. (collectively, the "MidOcean Entities"). MidOcean Associates, SPC by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III ("Associates") is the General Partner of each of the MidOcean Entities. MidOcean US Advisor, L.P. ("US Advisor") provides investment advisory services to each of the MidOcean Entities and Associates. J. Edward Virtue indirectly controls the shares of common stock held by the MidOcean Entities.
- (Continued from footnote 1) Accordingly, Associates, US Advisor and Mr. Virtue may be deemed to have beneficial ownership of the shares of common stock held by the MidOcean Entities, although each of Associates, US Advisor and Mr. Virtue disclaims beneficial ownership of the shares owned of record by any other person or entity except to the extent of their pecuniary interest therein.
- The 12,000 shares of Series C Preferred Stock (convertible into 8,875 shares of Common Stock) were received as fees under the Amended and Restated Fee and Reimbursement Agreement, dated as of April 15, 2013, as amended (the "Fee and Reimbursement Agreement"). Pursuant to the Fee and Reimbursement Agreement, the Issuer paid each guarantor a contingent fee equal to 10% per annum of the amount each guarantor committed to guarantee. The number of shares of Series C Preferred Stock issuable in respect of the Reporting Person's guarantee accrued until November 13, 2014, the date the guarantee was terminated in connection with the repayment of the credit facility.
- The Series C Preferred Stock was convertible at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as was determined by dividing the Series C Original Issue Price by the Series C Conversion Price (as defined in the Second Amended and Restated Certificate of Incorporation of the Issuer) in effect at the time of conversion. The Common Stock underlying the Series C Preferred Stock was adjusted for a 1-for-0.7396 stock split.
- 7,265,454 shares of Series C Preferred Stock (convertible into 5,373,530 shares of Common Stock) were held by MidOcean Partners III, L.P., 3,862,599 shares of Series C Preferred Stock (convertible into 2,856,777 shares of Common Stock) were held by MidOcean Partners III-A, L.P. and 619,516 (convertible into 458,193 shares of Common Stock) were held by MidOcean Partners III-D, L.P. (collectively, the "MidOcean Entities"). MidOcean Associates, SPC by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III ("Associates") is the General Partner of each of the MidOcean Entities. MidOcean US Advisor, L.P. ("US Advisor") provides investment advisory services to each of the MidOcean Entities and Associates. J. Edward Virtue indirectly controls the shares of common stock held by the MidOcean Entities.
- (Continued from footnote 5) Accordingly, Associates, US Advisor and Mr. Virtue may be deemed to have beneficial ownership of the shares of common stock held by the MidOcean Entities, although each of Associates, US Advisor and Mr. Virtue disclaims beneficial ownership of the shares owned of record by any other person or entity except to the extent of their pecuniary interest therein.

Remarks:

[MIDOCEAN ASSOCIATES, SPC, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/17/2014](#)

[MIDOCEAN PARTNERS III, L.P., By: MidOcean Associates, SPC, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/17/2014](#)

[MIDOCEAN PARTNERS III-A, L.P., By: MidOcean Associates, SPC, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/17/2014](#)

[MIDOCEAN PARTNERS III-D, L.P., By: MidOcean Associates, SPC, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/17/2014](#)

[ULTRAMAR CAPITAL LTD, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Chief Executive](#) [11/17/2014](#)

Officer, J. EDWARD VIRTUE,
/s/ J. Edward Virtue

J. EDWARD VIRTUE, /s/ J.
Edward Virtue

11/17/2014

** 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.