

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>Cyr William B.</u> (Last) (First) (Middle) <u>C/O FRESHPET, INC.</u> <u>400 PLAZA DRIVE, 1ST FLOOR</u> (Street) <u>SECAUCUS NJ 07094</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chief Executive Officer</p>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2020</u>	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$10.23	11/05/2020		G		150,000	(I)	09/06/2026	Common Stock	150,000	\$0	850,000	D	
Options to Purchase Common Stock	\$10.23	11/05/2020		G	150,000		(I)	09/06/2026	Common Stock	150,000	\$0	150,000	I	By Spouse
Options to Purchase Common Stock	\$10.23	11/11/2020		G		107,500	(I)	09/06/2026	Common Stock	107,500	\$0	742,500	D	
Options to Purchase Common Stock	\$10.23	11/11/2020		G	107,500		(I)	09/06/2026	Common Stock	107,500	\$0	107,500	I	By Irrevocable Spousal Trust for Linda W. Cyr
Options to Purchase Common Stock	\$10.23	12/08/2020		G		95,000	(I)	09/06/2026	Common Stock	95,000	\$0	55,000	I	By Spouse
Options to Purchase Common Stock	\$10.23	12/08/2020		G	95,000		(I)	09/06/2026	Common Stock	95,000	\$0	95,000	I	By Linda W. Cyr 2020 Irrevocable Trust for Descendants

Explanation of Responses:

1. The options were part of a grant of 1,000,000 options, 50% of which vest in four equal annual installments beginning September 6, 2017, and the remaining 50% of which vest on December 31, 2020, subject to the satisfaction of certain performance goals.

/s/ Stephen Macchiaverna, as
attorney-in-fact for the 02/12/2021
Reporting Person

** 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.