

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 8, 2024

FRESHPET, INC.
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-36729</u> (Commission File Number)	<u>20-1884894</u> (IRS Employer Identification No.)
<u>400 PLAZA DRIVE, 1ST FLOOR</u> <u>SECAUCUS, New Jersey</u> (Address of principal executive offices)		<u>07094</u> (Zip code)

Registrant's telephone number, including area code: 201 520-4000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	FRPT	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 8, 2024, Lawrence S. Coben, Ph.D., a member of the Board of Directors (the “Board”) of Freshpet, Inc. (the “Company”), informed the Board of his resignation from the Board. Dr. Coben’s decision was not the result of any disagreement with the Company.

On April 9, 2024, Lauri Kien Kotcher was elected to the Board in the vacancy created by Dr. Coben’s departure as a Class II director with a term expiring at the Company’s 2025 annual meeting of stockholders. Ms. Kien Kotcher’s experience includes serving as Chief Executive Officer of quip, The Shade Store, and Hello Products, as well as Chief Marketing Officer of Godiva Chocolatier.

Ms. Kien Kotcher will also replace Dr. Coben on the Board’s Nominating and Governance Committee. Ms. Kien Kotcher was granted 1,046 restricted stock units upon joining the Board, which will vest on the first anniversary of the grant date, subject to her continued service on the Board.

The compensation for Ms. Kien Kotcher’s service as director will be consistent with that of the Company’s other non-employee directors, as described in the Company’s most recent annual proxy statement filed with the U.S. Securities and Exchange Commission on August 31, 2023. There are no arrangements or understandings between Ms. Kien Kotcher and any other persons pursuant to which Ms. Kien Kotcher was elected as a director, and there are no transactions in which Ms. Kien Kotcher has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

On April 10, 2024, the Company issued a press release announcing the matters described under Item 5.02 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section and shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1	Press Release, dated April 10, 2024
104	Cover Page Interactive Data File (formatted as inline XBRL)

SIGNATURE

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 hereunto duly authorized.

FRESHPET, INC.

Date: April 10, 2024

By: /s/ Todd Cunfer

Name: Todd Cunfer

Title: Chief Financial Officer



Freshpet Announces Updates to its Board of Directors

Lauri Kien Kotcher to join Freshpet Board of Directors

Current Director Lawrence Coben to retire to refresh Board and improve Board diversity

SECAUCUS, N.J. – April 10, 2024 – Freshpet, Inc. (“Freshpet” or the “Company”) (Nasdaq: FRPT) today announced updates to its Board of Directors (the “Board”). As part of the Board’s ongoing refreshment process, Lawrence S. Coben, Ph.D. has announced his retirement, effective April 8, 2024, and Lauri Kien Kotcher has been appointed to the Company’s Board, effective April 9, 2024. Ms. Kien Kotcher will replace Dr. Coben on the Board’s Nominating and Governance Committee.

Ms. Kien Kotcher brings over three decades of operational and leadership experience at high-growth consumer companies. Her experience includes serving as Chief Executive Officer of quip, The Shade Store, and Hello Products, as well as Chief Marketing Officer of Godiva Chocolatier.

Walter N. George, Chairman of Freshpet, said, “We are thrilled to welcome Lauri to Freshpet’s Board of Directors. She has a strong track record of growing and scaling businesses from early stage to over \$5 billion in revenue, and we believe her expertise will provide valuable perspective to the Board and management team as Freshpet continues to scale.”

Mr. George added, “On behalf of our Board of Directors and management team, I would like to thank Larry for all his contributions during his tenure as a director. He has been a member of our Board since Freshpet’s IPO in 2014 and we have sincerely appreciated his keen business insights and commitment to strong corporate governance.”

“I have admired Freshpet for pioneering the fresh pet food category in the U.S. and I am very pleased to join the Board,” said Ms. Kien Kotcher. “I see a tremendous opportunity for future growth and I look forward to contributing to its success and supporting Freshpet’s leadership team as they execute on their strategy and create long-term value for shareholders.”

“It has been an honor to serve on Freshpet’s Board for the last 10 years and I am incredibly proud of what we have been able to accomplish,” said Dr. Coben. “I believe now is a good time for me to step down in order to refresh the Board and continue to improve upon the director diversity. I am confident in Lauri’s ability to fill my role with her leadership experience and demonstrated track record of success.”

Ms. Kien Kotcher joins the Board as a Class II director with a term expiring at the Company’s 2025 annual meeting and replaces Dr. Coben, who has retired from the Board and will not stand for reelection. With the addition of Ms. Kien Kotcher and the resignation of Dr. Coben, the Board is comprised of 12 directors, eleven of whom are independent.

Lauri Kien Kotcher Biography

Lauri Kien Kotcher is an accomplished executive with over 30 years of experience in the consumer packaged goods industry. Ms. Kien Kotcher has served as Chief Executive Officer at quip, an oral care company, since August 2023. She previously served as Chief Executive Officer of The Shade Store from 2021 to 2022, and Chief Executive Officer of Hello Products from 2015 to 2021 which was acquired by Colgate Palmolive. Ms. Kien Kotcher was a Board member and a Senior Advisor on the Operating Partner team at L Catterton from 2013 to 2019 and served as Chief Marketing Officer of Godiva Chocolatier from 2009 to 2013. Earlier in her career, she held roles at Lehman Brothers, Pfizer Consumer Healthcare, and was a Partner at McKinsey & Company during her 15 year tenure.

About Freshpet

Freshpet's mission is to improve the lives of dogs and cats through the power of fresh, real food. Freshpet foods are blends of fresh meats, vegetables and fruits farmed locally and made at our Freshpet Kitchens. We thoughtfully prepare our foods using natural ingredients, cooking them in small batches at lower temperatures to preserve the natural goodness of the ingredients. Freshpet foods and treats are kept refrigerated from the moment they are made until they arrive at Freshpet Fridges in your local market.

Our foods are available in select grocery, mass, club, pet specialty, natural and digital retailers across the United States, Canada and Europe. From the care we take to source our ingredients and make our food, to the moment it reaches your home, our integrity, transparency and social responsibility are the way we like to run our business. To learn more, visit www.freshpet.com.

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