SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number:	3235-0287								
Estimated average bur	rden								

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person [*] <u>Winstanley Mary Kathryn</u> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc.</u> [FRPT] 3. Date of Earliest Transaction (Month/Day/Year) 11/13/2014	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Vice President of Marketing				
C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1			4. If Amendment, Date of Original Filed (Month/Day/Year)	6 Indiv	(Check Applicable			
(Street) SECAUCUS	11/17/2014			Line)	Form filed by One Report Form filed by More than (Person	Reporting Person		
(City)	(State)	(Zip)						

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)						Securities Beneficially	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			Transaction(s) (Instr. 3 and 4)		(
Common Stock ⁽¹⁾	11/13/2014		Р		1,333(2)	Α	\$15	16,484 ⁽³⁾	D	

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. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date Amount of (Month/Day/Year) Securities		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				

Explanation of Responses:

1. Due to a clerical error, the originally filed Form 4 omitted this purchase.

2. Represents shares of Common Stock purchased pursuant to the Issuer's directed share program in connection with the Issuer's initial public offering.

3. The Reporting Person held 16,484 shares of Common Stock as of the date of the originally filed Form 4 and holds 16,484 shares of Common Stock as of the date of this Form 4/A.

Remarks:

<u>/s/ Richard A. Kassar, as</u>
Attorney-in-fact for the
Reporting Person

04/24/2015

** 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.