FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number:

Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

1. Name and Address of Reporting Person* KAYNE RICHARD A						2. Issuer Name and Ticker or Trading Symbol Freshpet, Inc. [FRPT]									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner					
(Last)	(Fi	rst) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 05/10/2016										Office	er (give title v)		Other (below)	specify
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					·
(City)	City) (State) (Zip)													Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					ay/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)				Securi Benefi Owned	5. Amount of Securities Beneficially Owned Following Reported		ership Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount		(A) or (D)	Pri	се	Transa	action(s) 3 and 4)			(IIISU. 4)
Common Stock 05/10/				/2016	2016		J ⁽¹⁾		1,600,445		D	\$0		0		I		See Footnote 2 ⁽²⁾		
Common Stock				05/10/	05/10/2016				J ⁽³⁾		460,104		A	\$0		1,063,901		I		By Richard and Suzanne Kayne Living Trust u/t/d 1/14/99
Common Stock 05/10/2				2016	2016			J		10,197		A		\$0		2,754]	[See Footnote 4 ⁽⁴⁾	
	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)	Execution if any			ction nstr.	on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date E Expiratio (Month/D	on Dati	An) Se Un De Se an		7. Title and Amount of Securities Underlying Derivative Security (Instiand 4) Amou or Numb of State		t r		9. Number o derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Own For Dire or II (I) (I	nership m: ect (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

- 1. Final distribution made to investors of Freshpet Investors, LLC ("FPI") pursuant to the Selldown Agreement entered into between FPI and the Company in connection with the initial public offering.
- 2. Such shares are owned by FPI. Kayne Anderson Capital Advisors, L.P. ("KACALP") is a managing member of FPI and shares voting and investment management power over such shares held by FPI. Richard Kayne is the majority owner and chairman of KACALP. Mr. Kayne disclaims beneficial ownership of all shares held or controlled by FPI except to the extent of his pecuniary interest therein.
- 3. In-kind distribution which represents the Reporting Person's pecuniary interest in the distribution from FPI.
- 4. In-kind distribution to KACALP and may be deemed to beneficially own the shares held by KACALP. The Reporting Person disclaims beneficial ownership of the securities held by KACALP, except to the extent of the pecuniary interest therein.

David J. Shladovsky, as attorney in-fact for the **Reporting Person**

05/11/2016

** Signature of Reporting Person

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.