FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washin

wasnington, D.C. 20549	OMB APPROVAL				
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235			

3235-0287 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).

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* Macchiaverna Stephen						2. Issuer Name and Ticker or Trading Symbol Freshpet, Inc. [FRPT]										neck all a Dir V Off	ppli ecto icer	or r (give title		10% O	wner
(Last) (First) (Middle) C/O FRESHPET, INC.						3. Date of Earliest Transaction (Month/Day/Year) 11/13/2014											ow)	See Rema		below) rks	
400 PLAZA DRIVE, FLOOR 1						Ame	ndmer	nt Date	of O	riginal Fi	iled	(Month/D	6.1	6. Individual or Joint/Group Filing (Check Applicable							
(Street) SECAUCUS NJ 07094				""	4. If Amendment, Date of Original Filed (Month/Day/Year)											X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate) ((Zip)													Fe	1501	ı			
		Tab	le I - Non-	Deriva	ative	Sec	curiti	ies Ac	qui	ired, D	isp	osed o	of, or E	3en	eficial	ly Ow	nec	ı			
1. Title of Security (Instr. 3) 2. Transar Date (Month/D				Exec Day/Year) if any			2A. Deemed Execution Date, f any (Month/Day/Year)		Transaction Dispose Code (Instr. 5)		rities Acquired (A) ed Of (D) (Instr. 3, 4			4 and Securiti Benefic		es Fo ially (D) Following (I)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
										Code	/	Amount	(A (D) or)	Price	Transaction(s) (Instr. 3 and 4)		tion(s)			(111501.4)
Common Stock 11/13/					/2014	2014				С		5,95	52 A		\$7.1	1 82,988		,988		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 D if any (Month/Day/	ate, T	4. Transaction Code (Instr. 3)		ı of		Exp	Date Exer Diration D Onth/Day/	ate	r) Amou Secur Unde Deriv		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exe	e ercisable		opiration	Title	0 0	Amount or Jumber of Shares						
Series C Preferred Stock	\$7.1	11/13/2014			С			8,048		(1)		(1)	Commo Stock		5,952	\$0.00		0		D	

Explanation of Responses:

1. 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.

Remarks:

Sr. Vice President, Controller, and Secretary

/s/ Richard A. Kassar, as Attorney-in-fact for the

11/17/2014

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.

POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Richard Kassar signing singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Freshpet, Inc., a Delaware corporation, or any successor thereto (the "Company"), with the U.S. Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information of transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact is necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

* * * * *

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of November 2014.

/s/ Stephen Macchiaverna
Stephen Macchiaverna