
**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): September 10, 2018

FRESHPET, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware
(State or other jurisdiction
of incorporation)

001-36729
(Commission
File Number)

20-1884894
(IRS Employer
Identification No.)

400 Plaza Drive, 1st Floor
Secaucus, New Jersey 07094
(Address of Principal Executive Offices, including Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if this 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))

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 7.01. Regulation FD Disclosure.

On September 10, 2018, Freshpet, Inc. (“Freshpet”) published to the investor relations section of its website a presentation that will be used by members of Freshpet’s management team in meetings with analysts and stockholders. A copy of the presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished with this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Freshpet uses the “Investors” section of its website (investors.freshpet.com) as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	September Investors Presentation dated September 2018

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: September 10, 2018

By: /s/ Richard Kassar

Name: Richard Kassar

Title: Chief Financial Officer



Exhibit 99.1

Investor Presentation: September 2018



Safe Harbor

Forward Looking Statements

This presentation contains “forward-looking” statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the Company’s results may differ materially from those expressed or implied by such forward-looking statements. All statements other than statements of historical fact could be deemed forward-looking, including, but not limited to, the Company’s intentions, beliefs or current expectations concerning, among other things, the Company’s results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate and any statements of assumptions underlying any of the foregoing. These statements are based on estimates and information available to us at the time of this presentation and are not guarantees of future performance.

These forward-looking statements are based on certain assumptions and are subject to risks and uncertainties, including those described in the “Risk Factors” section and elsewhere in the preliminary prospectus for this offering. You should read the prospectus, including the Risk Factors set forth therein and the documents that the Company has filed as exhibits to the registration statement, of which the prospectus is a part, completely and with the understanding that if any such risks or uncertainties materialize or if any of the relevant assumptions prove incorrect, the Company’s actual results could differ materially from the results expressed or implied by these forward-looking statements. Except as required by law we assume no obligation to update these forward-looking statements publicly, or to update the reasons why actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

Non-GAAP Disclosure

This presentation contains certain non-GAAP financial measures such as EBITDA and adjusted EBITDA among others. While the company believes these non-GAAP financial measures provide useful information for investors, the presentation of this information is not intended to be considered in isolation or as a substitute for the financial information presented in accordance with GAAP. Please refer to the Company’s earnings press releases for a reconciliation of non-GAAP financial measures to the most comparable measures prepared in accordance with GAAP.





We fundamentally believe that
Freshpet has the potential to change
the way people feed their pets . . .
forever

Freshpet Lives at the Intersection of Two Very Powerful Macro-Trends in CPG

Humanization
of
Pets



Fresh,
Wholesome,
All-Natural
Foods



Who Is Freshpet?

- A disruptive innovation in a huge and growing industry
- A socially responsible, pet health-centric brand built around the contemporary consumer
- We are redefining what good pet food is in ways that are intuitive to consumers
- We deliver a value proposition relevant to the average consumer and every class of pet retailer
- We have a scalable and very difficult to replicate business model



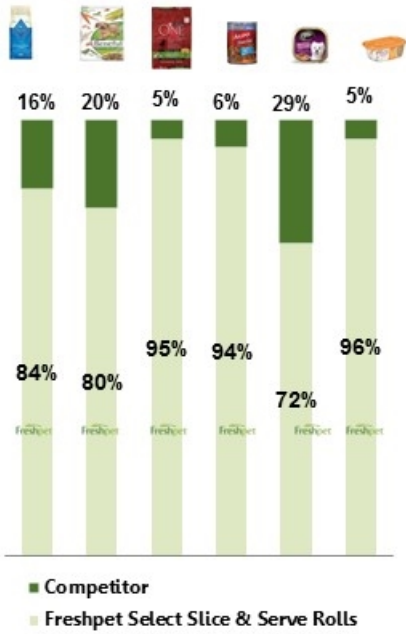
We start with FRESH ingredients & finish with FRESH food.



No preservatives, no additives...only the WHOLE NURISHMENT pets need.

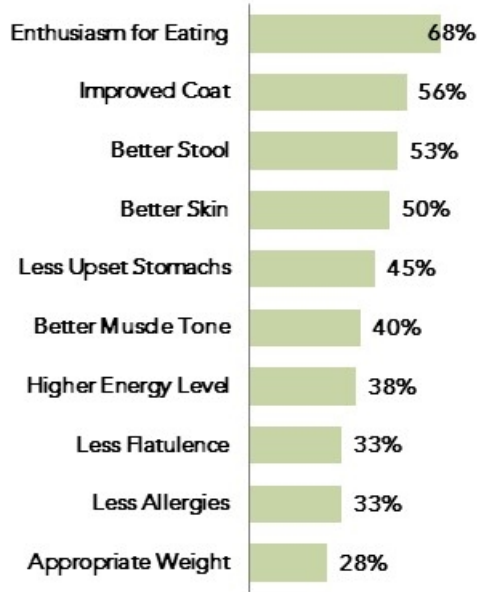
Commitment to our Consumers

Category leading palatability



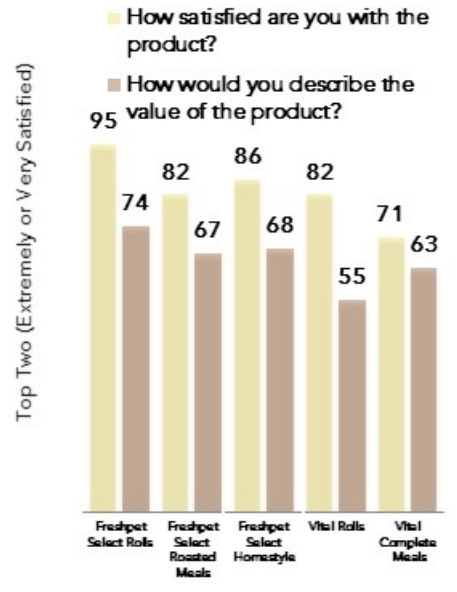
Source: Summit ridge kennels paired feeding study

76% of consumers report health difference



Source: Russell research attitude and usage study Freshpet n= 980

Category leading product satisfaction



Source: Russell research attitude and usage study Freshpet n= 980
 Q22: Overall, how satisfied are you with each of the following products?
 Q23: How would you describe the value of each of the following products?

We Operate Differently

Delighting consumers with fresh food & our company ideology

PETS · PEOPLE · PLANET

**Environmentally
Focused**



**Community &
Consumer Engagement**



**Employee
Engagement**



A Difficult Business to Replicate

Differentiated

Innovative forms, technologies, and appearance



Manufacturing

Proprietary technology, processes, and infrastructure



High Brand Loyalty

Alignment with deep pet parent emotional motivations



Supply Chain

Only refrigerated pet food network in North America



Technical Knowledge

Production Scale

Product Performance

Freshpet Franchise

Distribution Scale

Brand Equity

Fridge Placements

Freshpet Fridge

Branded, company-owned real estate



Walmart

Retailer Partners

Delivers benefits in traffic, frequency and retailer margins

petco

Kroger

WHOLE FOODS MARKET

TARGET

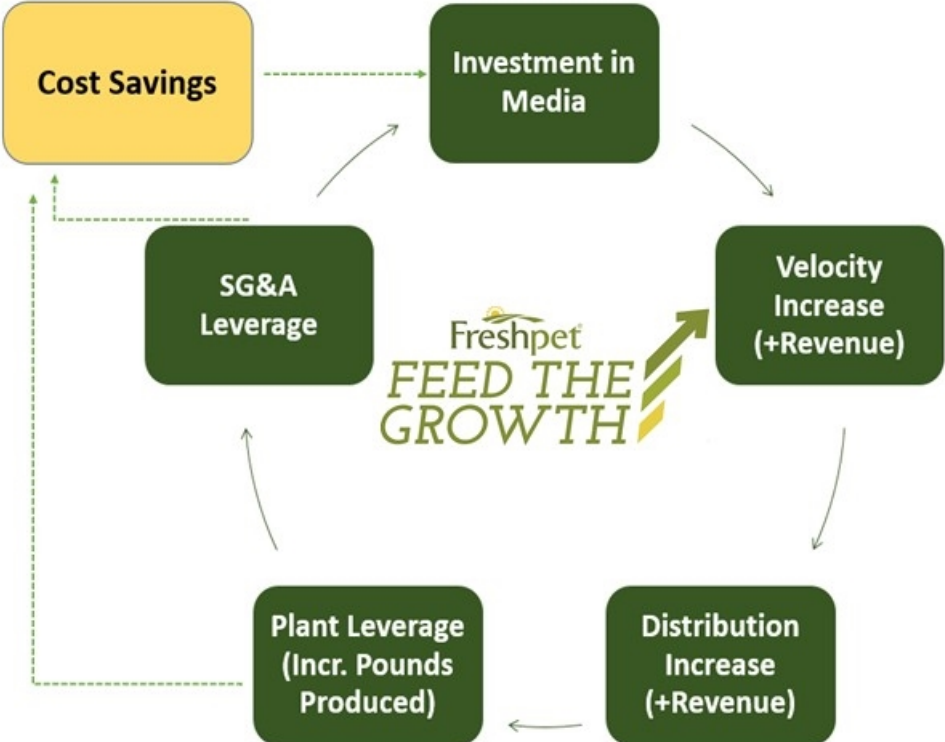
Freshpet

With Growth Potential in Fresh E-Commerce

Strategy: Grow with winning players in fresh e-commerce



In 2017, we launched our new strategy . . .



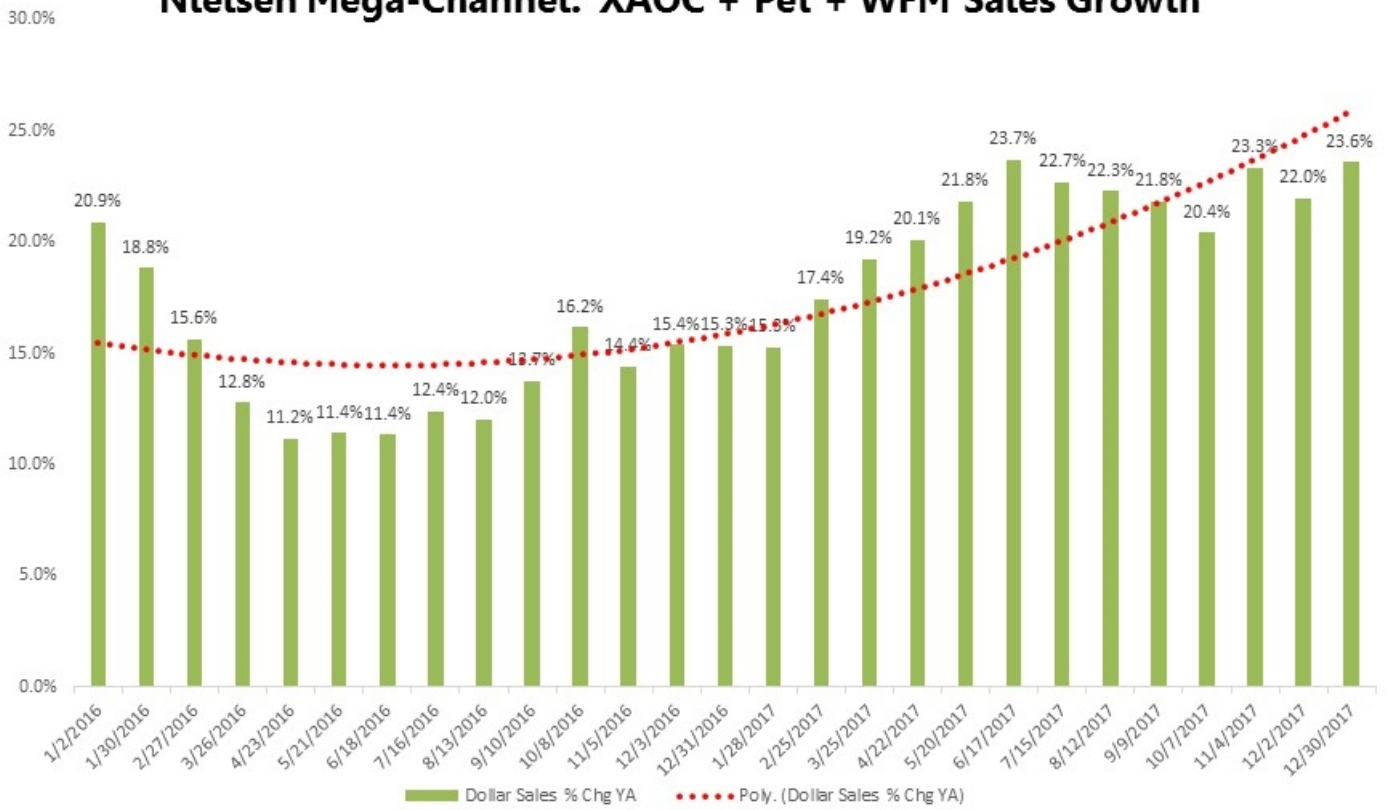
Growth Goal: \$300 million net sales as soon as 2020

Future Economic Model		
	FY 2016	FY 2020
Growth Rate	15%	15-20%
Stores	16,609	23,000
Adj. Gross Margin	50.9%	53.9%
Adj. EBITDA Margin	13%	20+%
Media Investment	~6% of sales	~9% of sales
Advertising Payback	1.5 yrs	--
Free Cash Flow	-\$13.9M	~15% of sales*

***Before capacity expansion for sales beyond \$300 million**

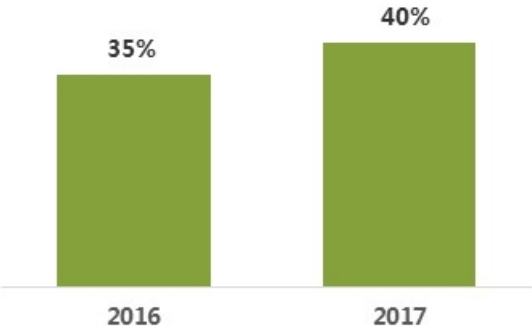
And the growth accelerated

Nielsen Mega-Channel: XAOC + Pet + WFM Sales Growth

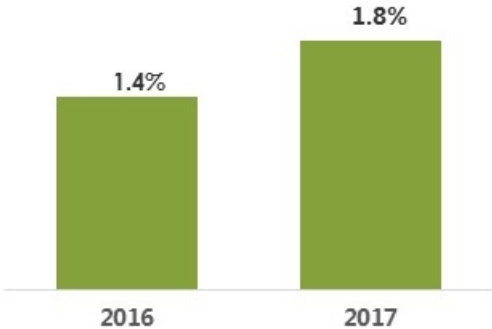


Increased awareness and penetration . . .

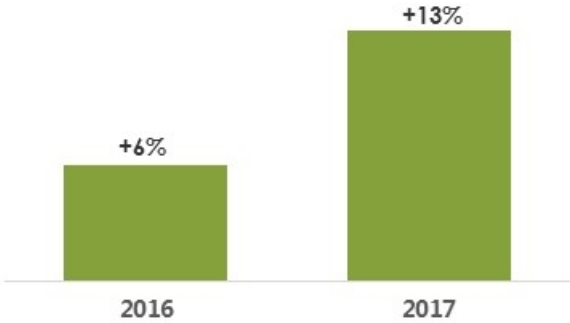
Awareness



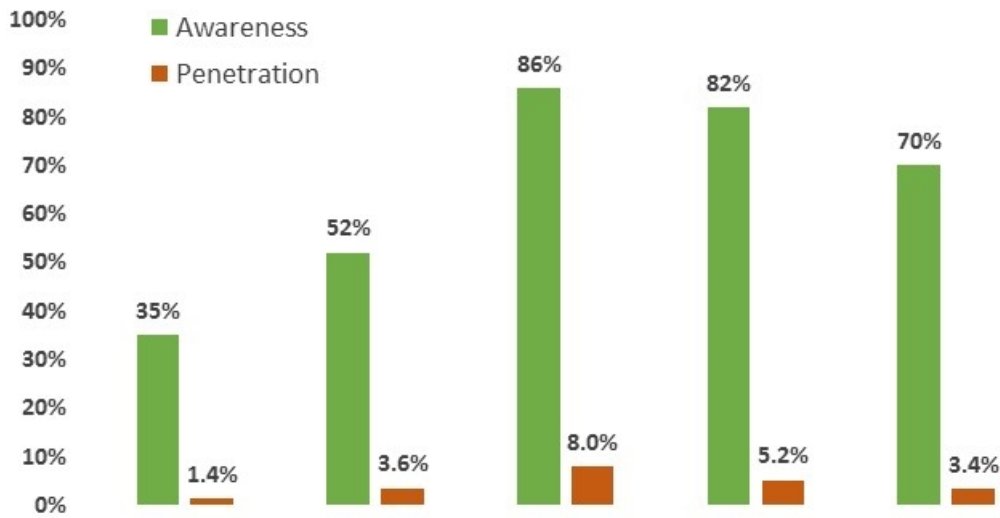
Penetration



Buying Rate



But still well below our competitors . . .



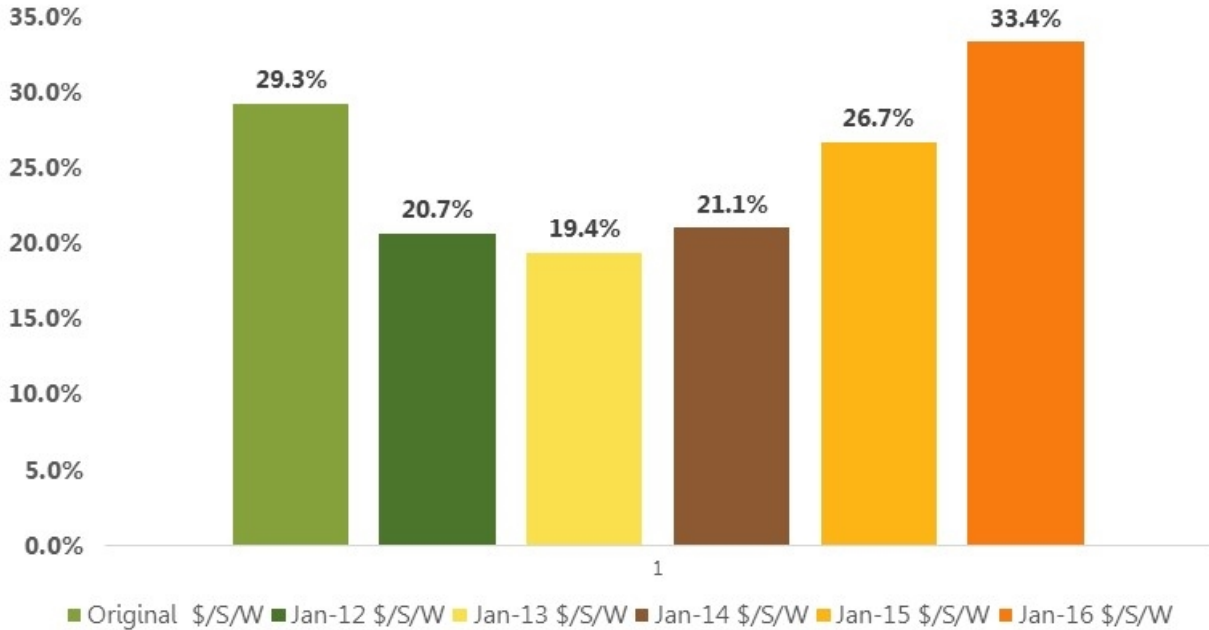
	Freshpet	Rachel Ray	Blue Buffalo	Purina ONE	Cesar
Awareness (Aided)	35%	52%	86%	82%	70%
Penetration	1.4%	3.6% (dry)	~8% (est)	5.2% (dry)	3.4% (wet)



Source: 2016 Brand Tracker, IRI 2016 HH Panel

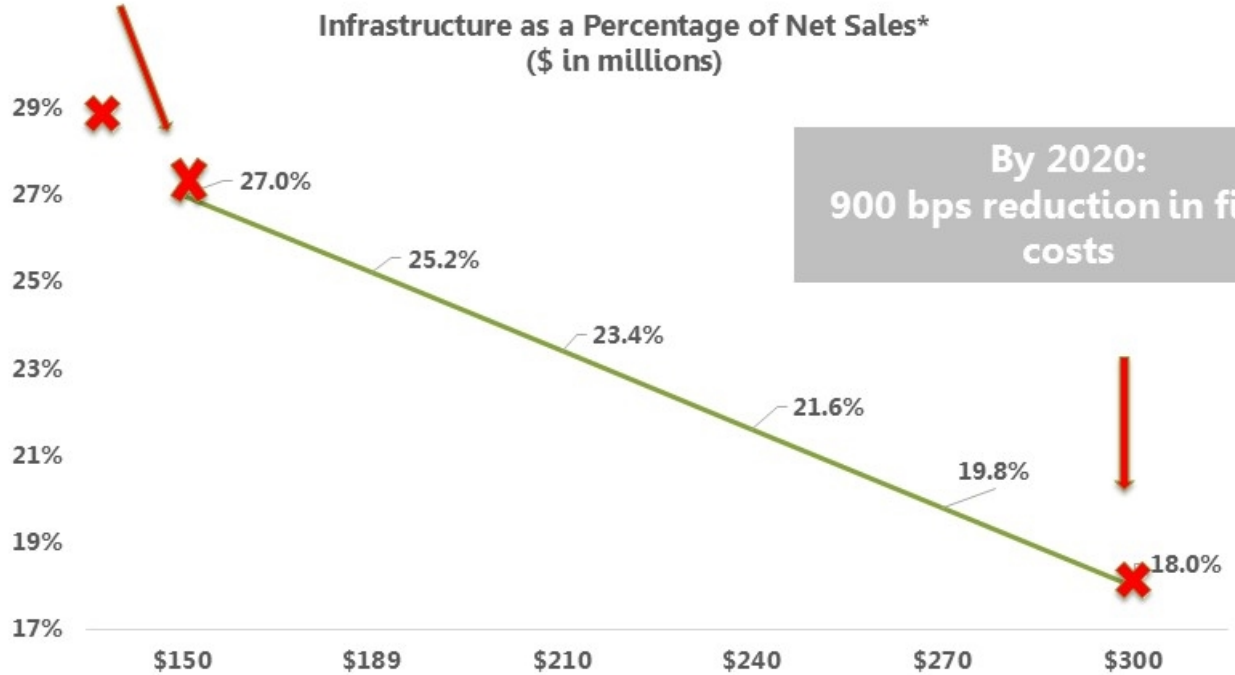
Strong velocity growth . . .

2017 Same Stores Sales Growth By Vintage
Representative Customer



Which helped Freshpet grow into its scale in 2017...

100 bps reduction



*Leverage adjusted to projected inflationary growth of infrastructure



Benefits of scale and velocity

+900 bps

Fixed Cost Pick-Up

- Manuf. overhead absorption
- G&A overhead absorption

Logistics

- More cases per pallet
- More pallets per order/full trucks
- More straight pallets
- Ultimately, fewer miles per order

Retail Presence

- Lower % sales to service fridges
- Higher frequency retail coverage
- Higher visibility/more sophisticated fridges
- Fresher product
- Lower fridge capex per incremental \$ of sales

Advertising

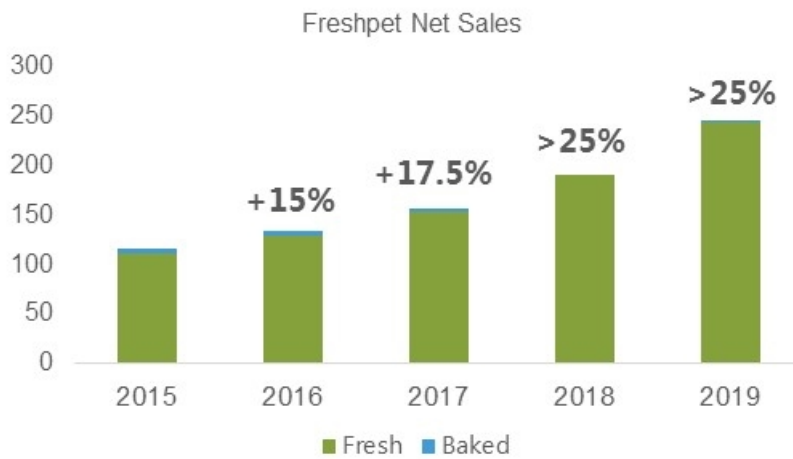
- More continuous media
- Lower % of sales in media

Incremental
gains

Freshpet[®]
*FEED THE
GROWTH* 

YEAR II: Bigger and Faster

In 2018, We Are Accelerating Fresh Growth...



2018 Fresh-only sales guidance: +26%

2018 Guidance

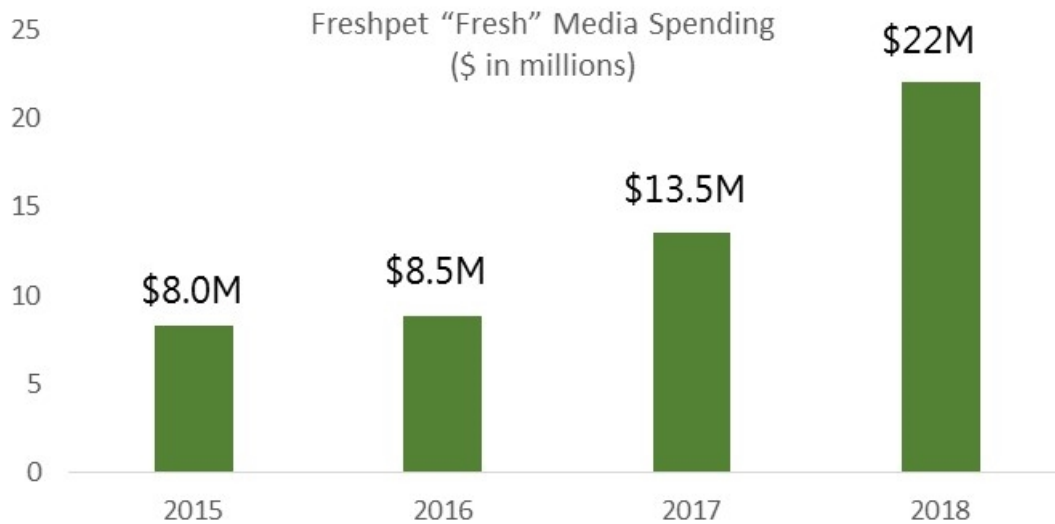
	2017	2018	% Change
Net Sales		\$152.4	>\$190
		25+%	
Adjusted EBITDA	\$17.6	>\$20	14+%



Doubling Down On...

Media: 60% increase for the second year in a row

- Each quarter will increase vs. YA
- 70/30 first half vs. second half spending



Doubling Down On...

Velocity drivers:
Upgraded fridges



Before



After

Focused innovation

Small Dog



Premiumization & Added Variety



Select Roasted Meals
Grain Free



Select Beef
Roasted Meals

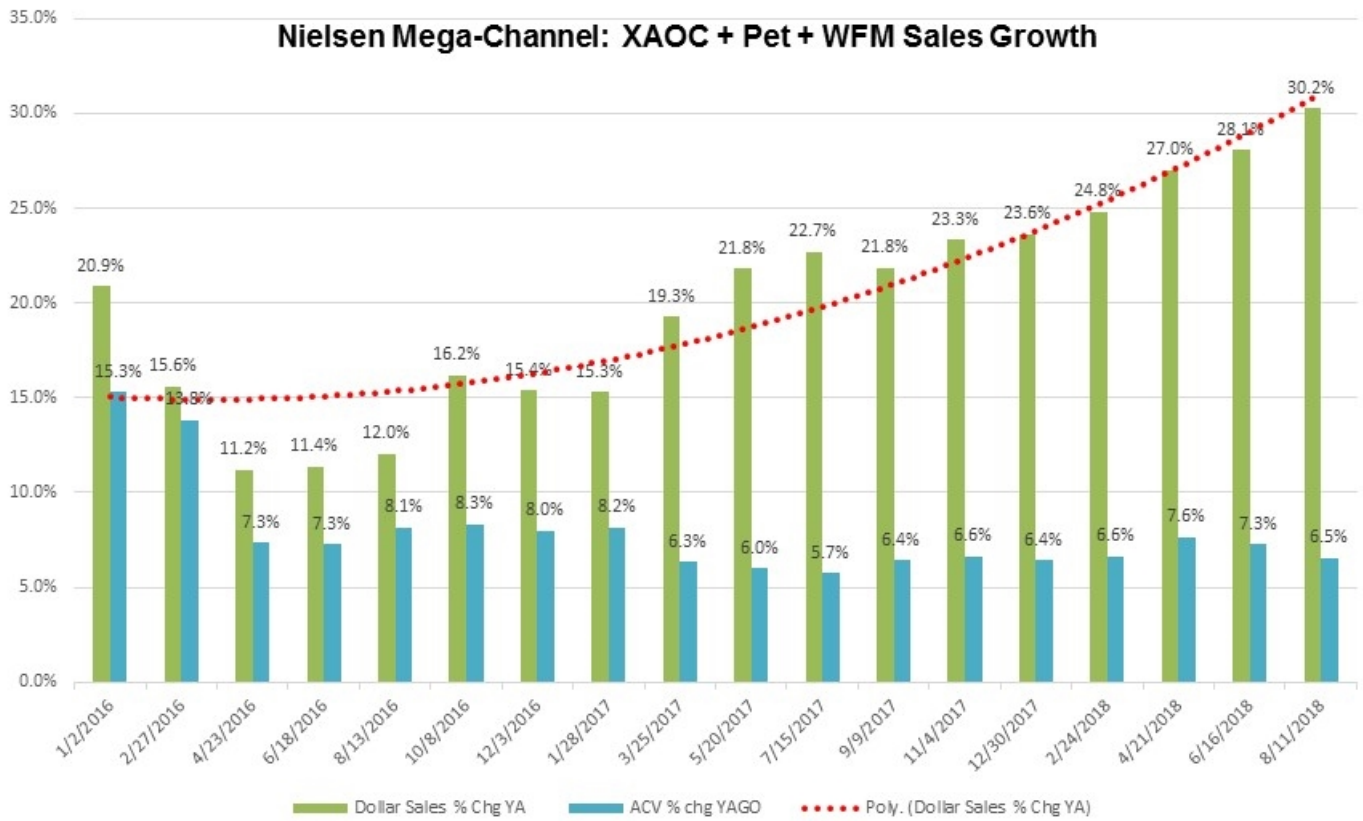


Select Roasted Meals
Multi-Protein



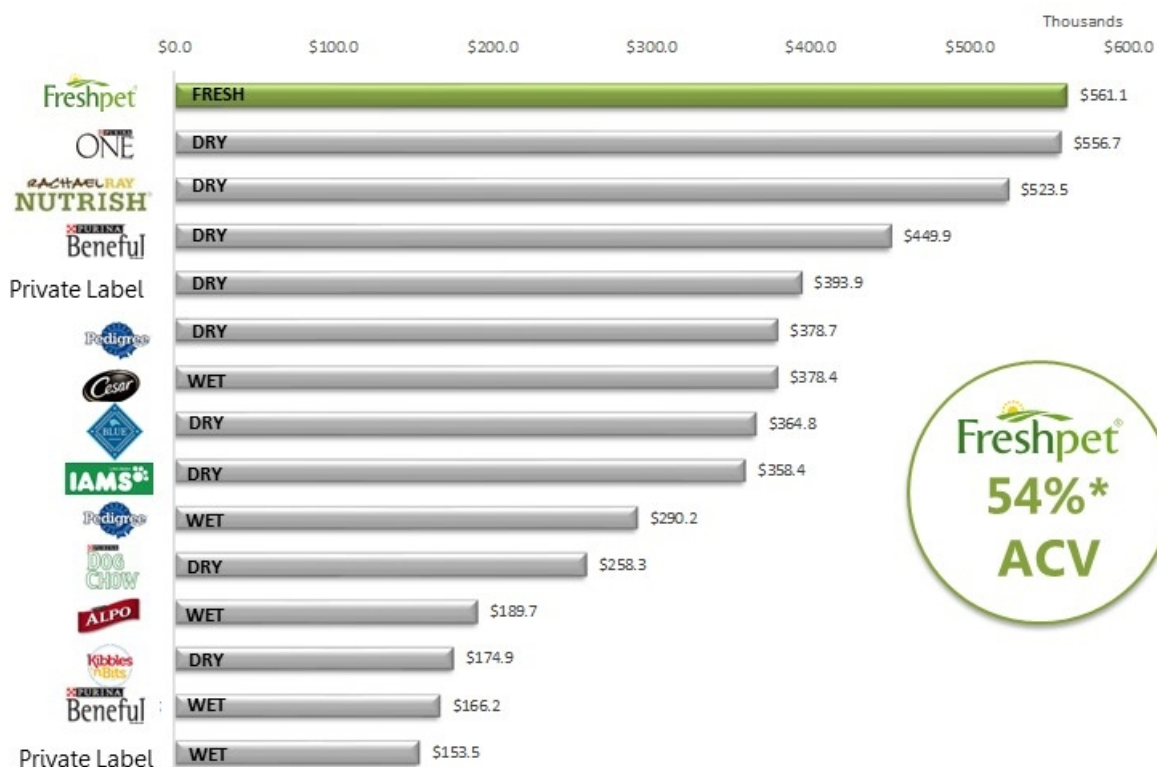
And the Growth Has Accelerated Again...

YTD '18 fresh consumption +27%



Freshpet is the #1 Fastest Selling Dog Food Brand in US Food, Surpassing All Other Wet and Dry Brands!

Top Wet & Dry Dog Brands Dollar Velocity Total US Food



Source: Nielsen 13 weeks ending 8-11-18 - #PPD

*US Food ACV

Growing 25 pts. Faster Than the Category in All Classes of Trade

\$ % Chg YA – Week Ending 08/11/18

	Freshpet Total RFG		
	L4W	L13W	L52W
Total xAOC+Pet+WFM	30.2	29.6	25.4
Total US xAOC	31.9	31.0	27.8
Total US Food	35.9	34.8	31.9
Big Box Pet	23.2	24.2	16.9



Nielsen: Freshpet RFG \$ Latest 4 Week Data as of 7.14.18

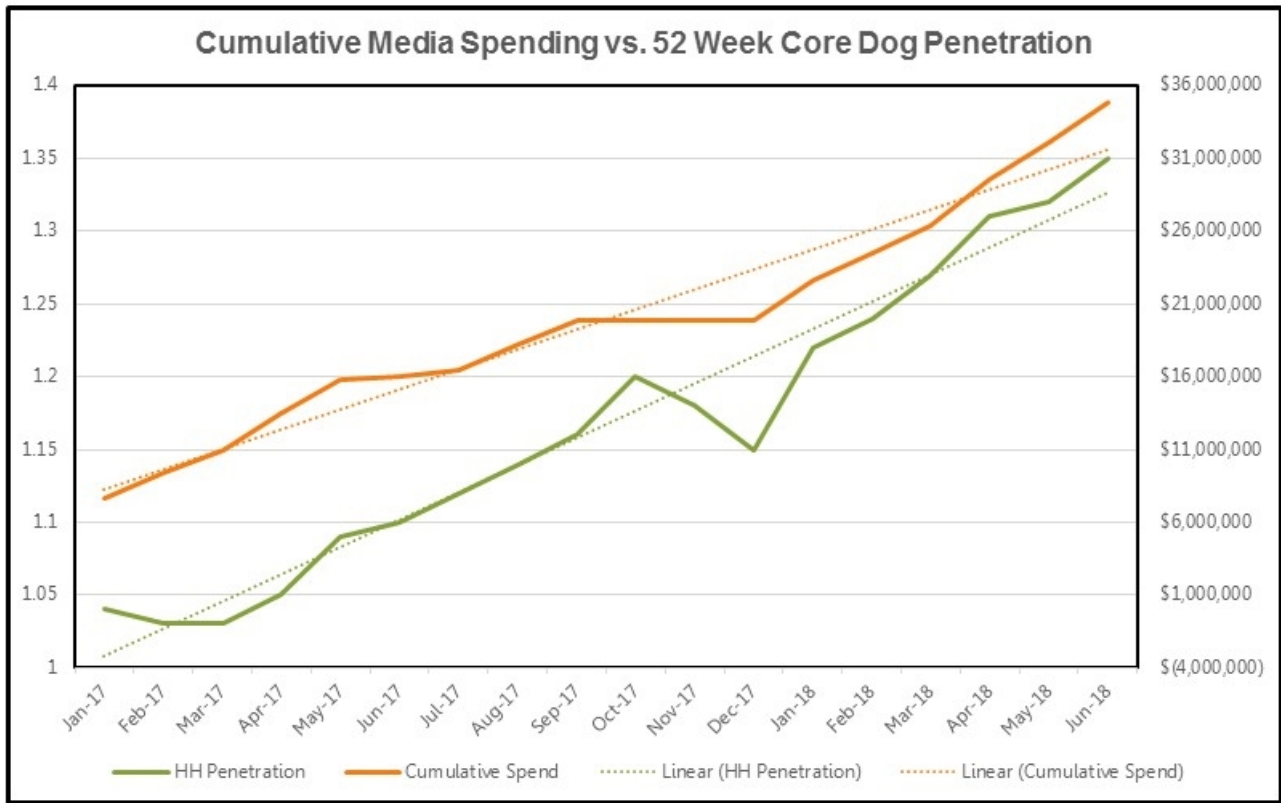
Increased Penetration & Buying Rate

Total Freshpet Buying Rate, Penetration and Repeat Rate



Source: TTL FP RFG, 52 weeks ending June 6/18, Nielsen HH Panel, Internal Buy Rate Calculation, Repeat NBD-Adj Nielsen HH Panel

Growth is Driven by Advertising that Drives Penetration



Nielsen HH Panel date for Freshpet Core Dog – Rolling 52 week penetration data



Adding New Buyers Who Behave Like Previous Buyers

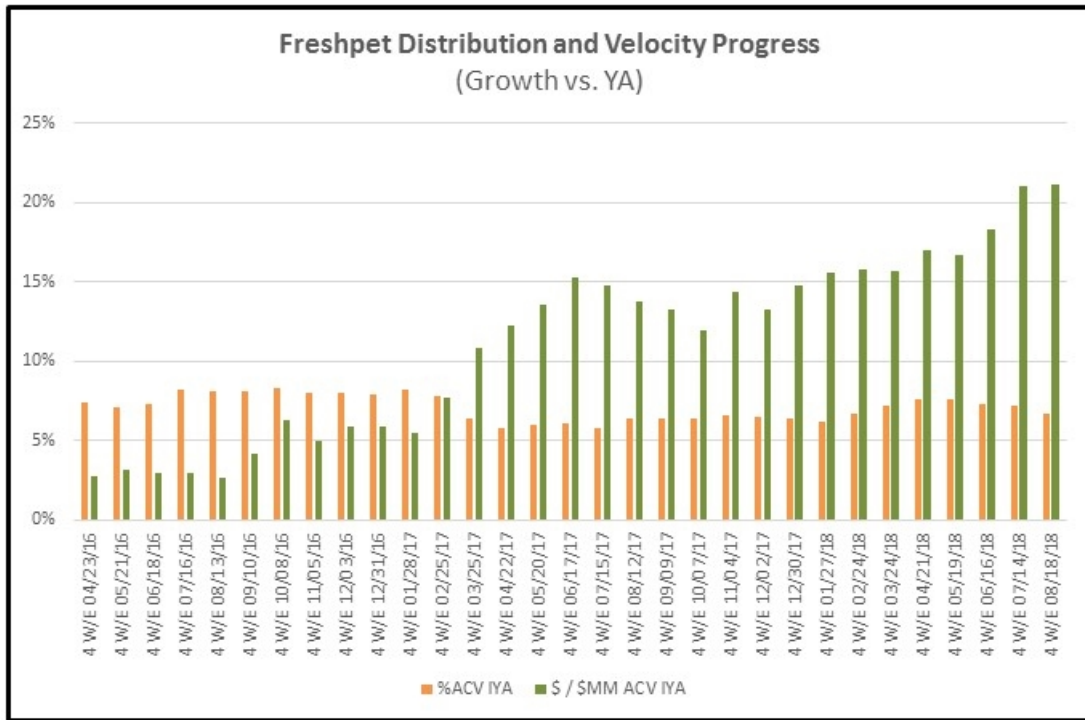
New User Buying Rate: Freshpet Core Dog



Nielsen HH Panel date for Freshpet Core Dog – 52 week buying rate data for new users by year



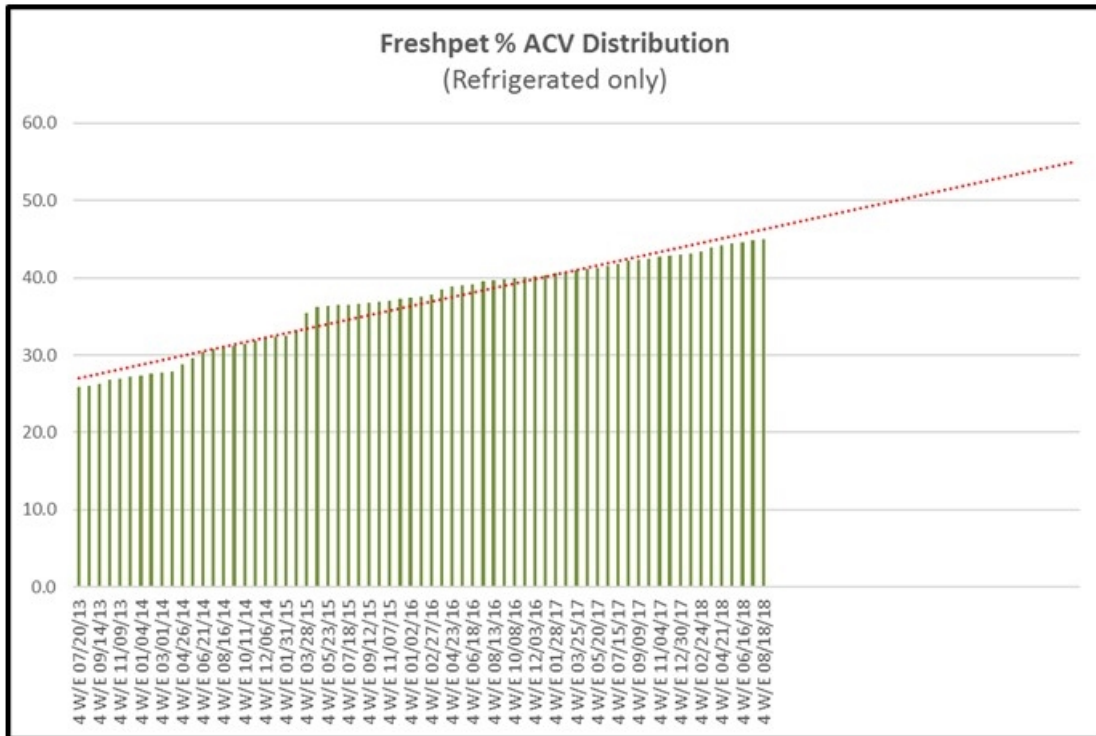
Steady Distribution Growth & Accelerating Velocity



Nielsen Mega-Channel ACV and \$M/\$M ACV for 4 week periods 4/23/16 to 8/18/18



Growing Distribution Towards 50% ACV



Nielsen Mega-Channel % ACV for 4 week periods 7/20/13 through 8/18/18



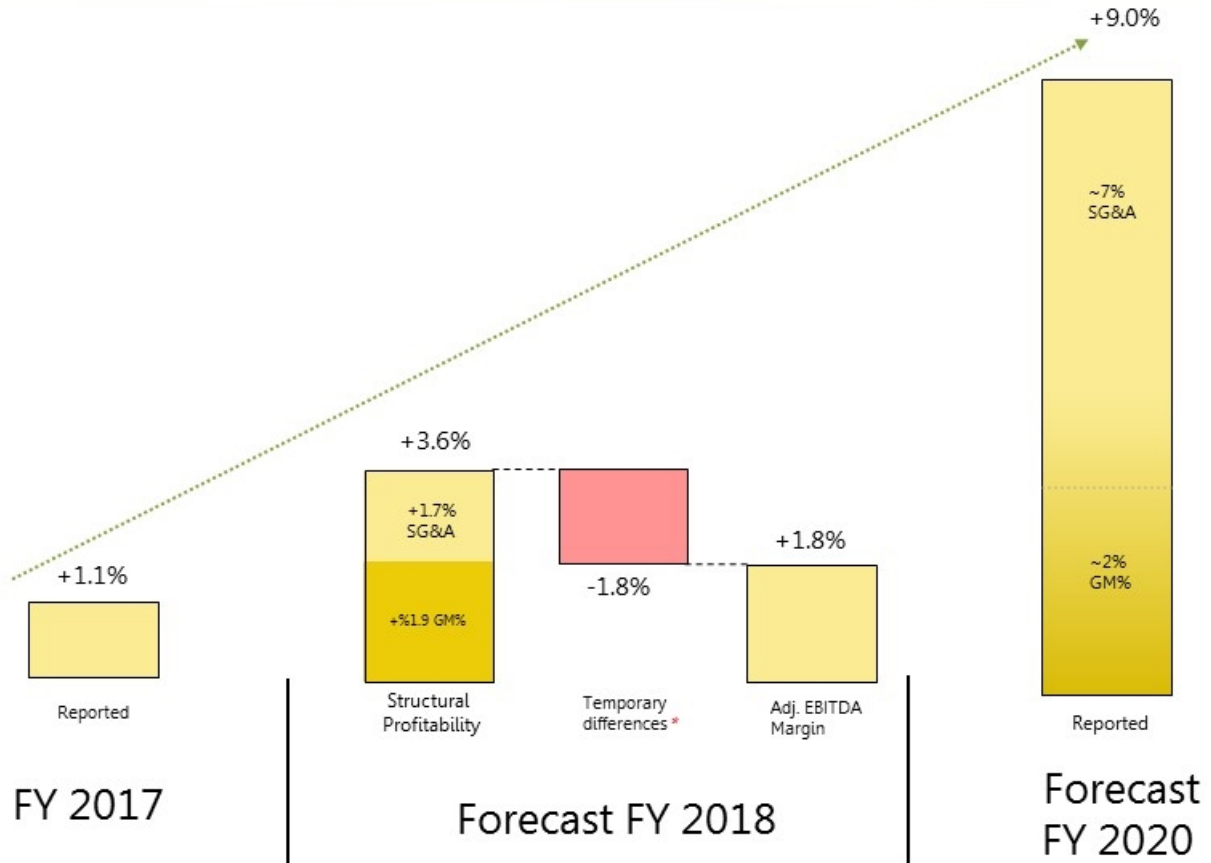
Freshpet Grew into its scale in 2017 and in the first half of 2018
Plans to deliver 9% incremental margin by 2020

Infrastructure Reduction as a Percentage of Net Sales*
(\$ in millions)



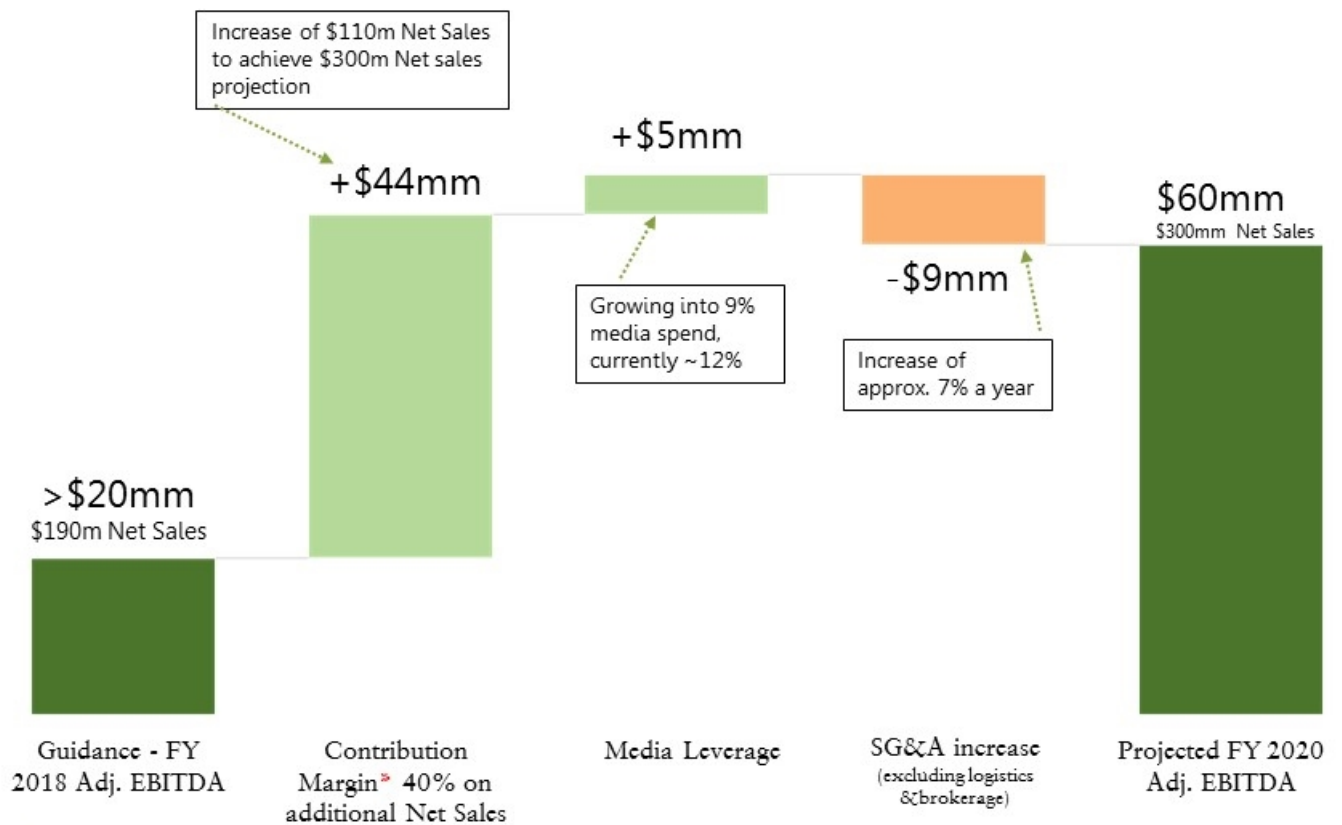
*Leverage growth projected excluding media

Strong structural profitability improvement partially offset by commodities and 7 day production expansion



*Temporary difference in Forecast FY 2018 represents 130 basis points of raw material costs and 60 basis points related to unassigned labor from 7 day operation.

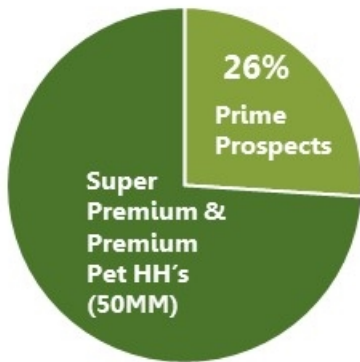
Path to 20% Adjusted EBITDA Margin



Contribution Margin - Represents Adj. Gross Margin excluding Logistics and Brokerage cost.*

Just scratching the surface of HH penetration potential . . .

Prime Prospects



With Top 2 Box Purchase Interest in Freshpet Concept

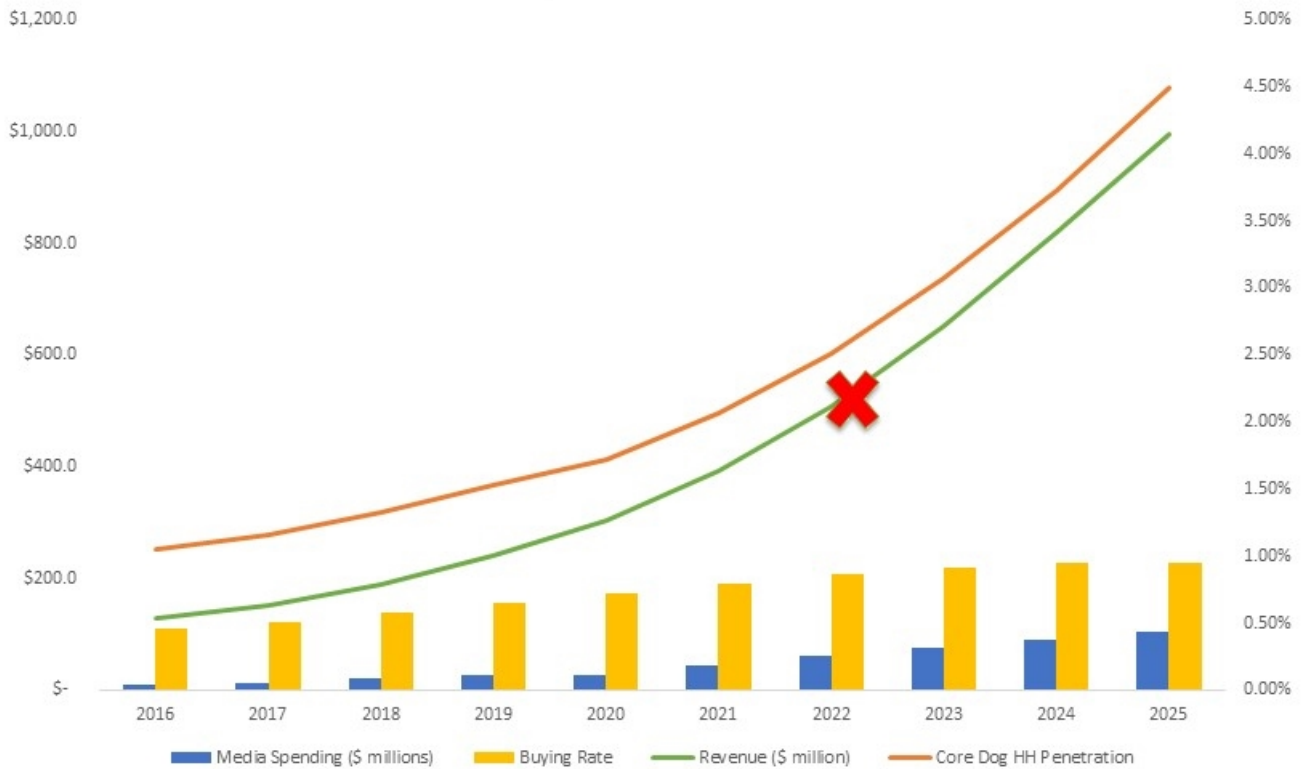
PP's with Positive Interest (53%)



By 2025, there will be **7.5 million HH's** who have expressed top 2 box purchase interest in the Freshpet idea – and we have reached <2 million so far

At existing media efficiencies, we could create a business surpassing \$500 million by 2023. . . . and still growing quickly

Freshpet Growth Potential



We expect international expansion to meaningfully impact Freshpet's growth in 2020 and beyond

Currently testing in:

TESCO

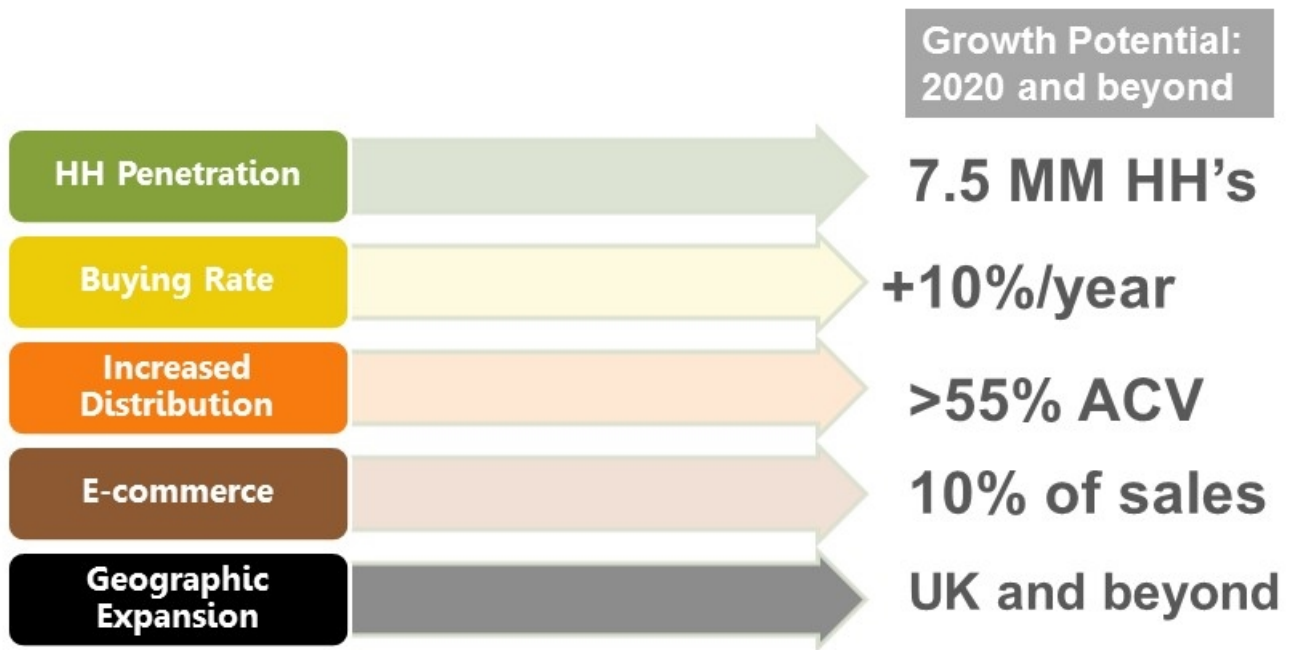
ASDA

HOOGVLIET



freshpet
REAL PET FOOD

Potential for Continued Growth Beyond 2020



Delighting pet parents, pets, shareholders and employees . . .



Melissa & Zooka
Canton, MI



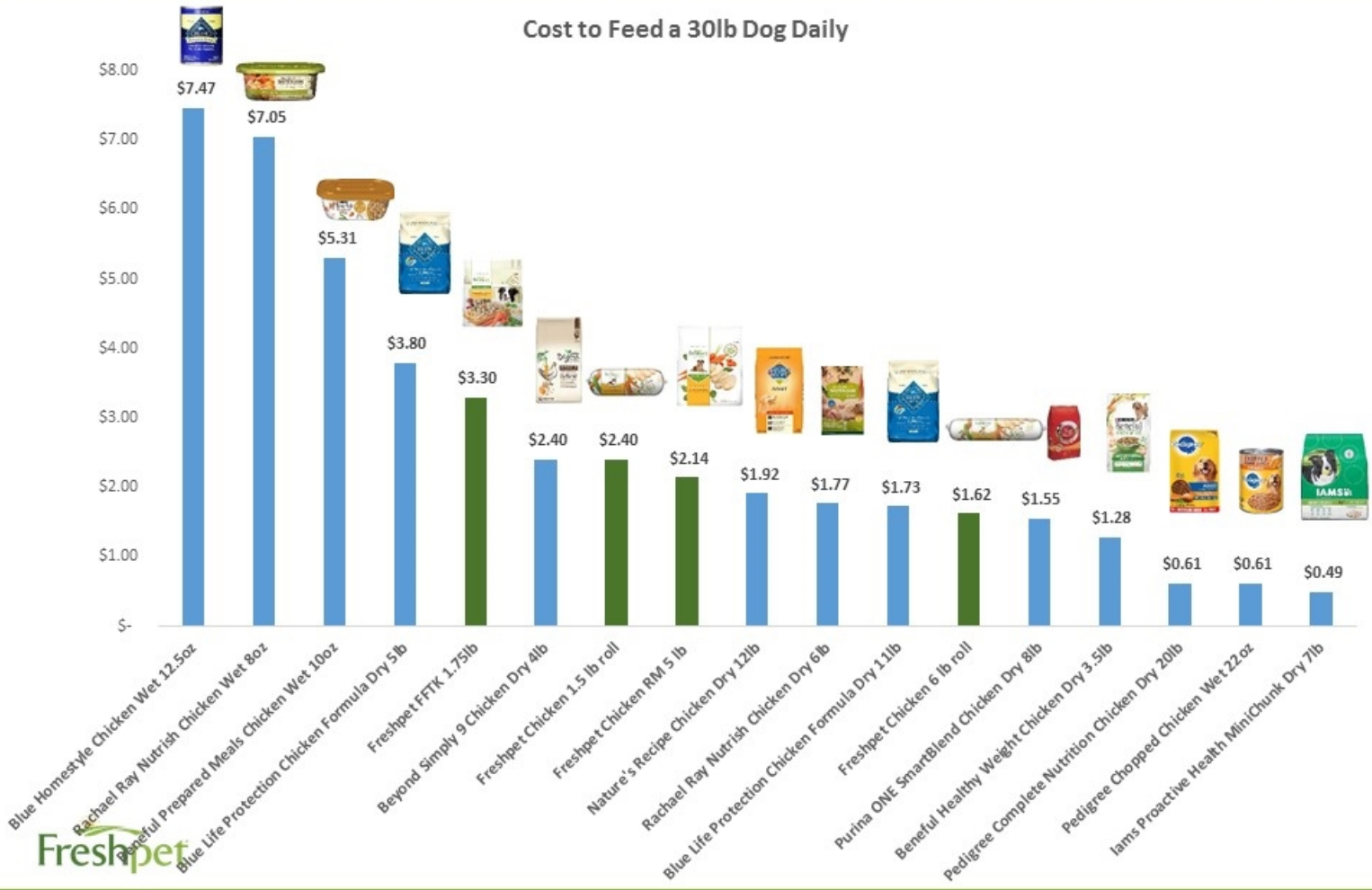


APPENDIX: Consumer Dynamics



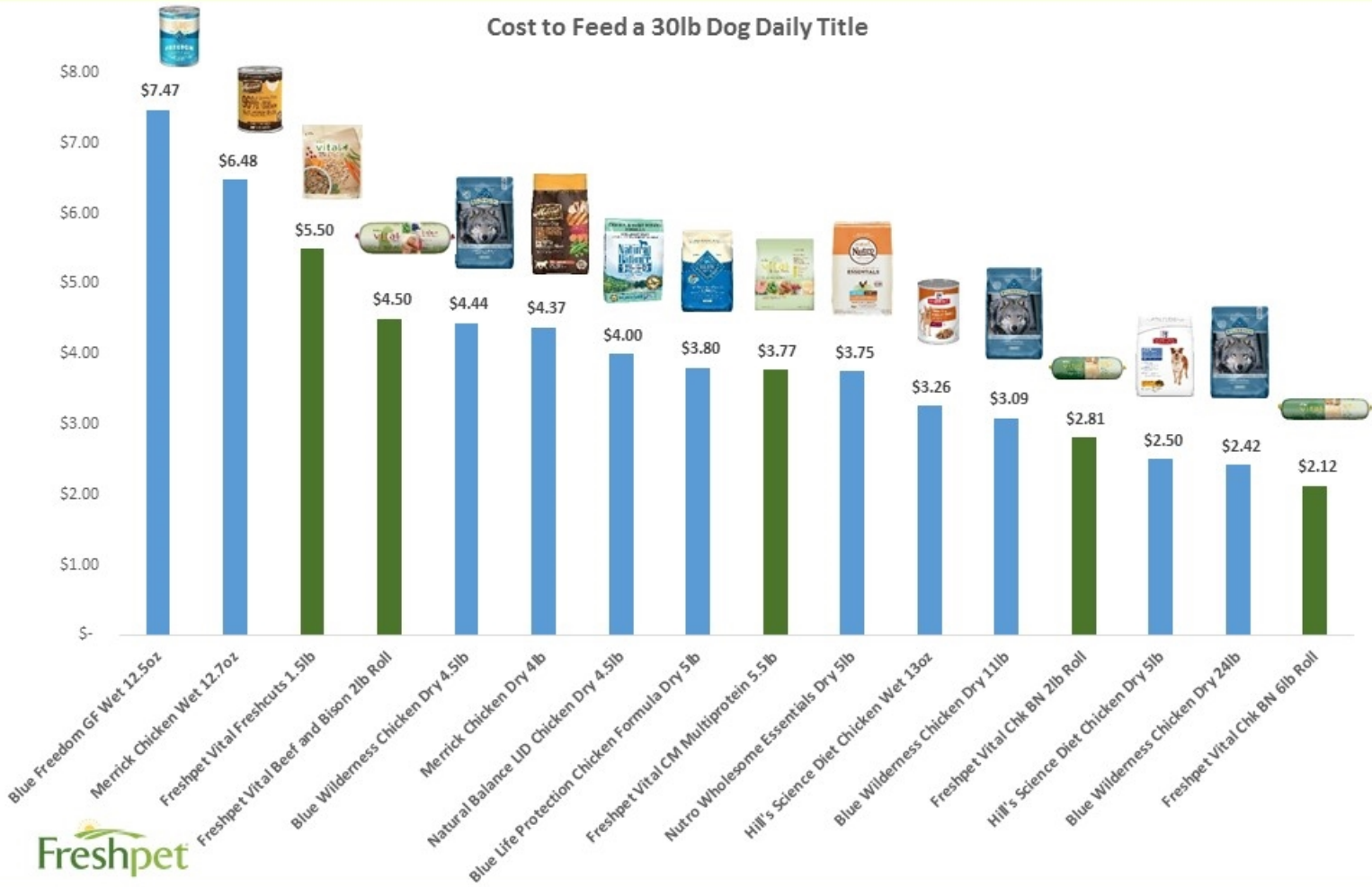
Grocery and Mass

Select is middle of the pack on cost to feed



Pet Specialty

Vital is an economical choice in Pet



REASONS START BUYING FRESHPET

80% Health
70% Dog Eating Woes
50% Add Variety to Meal



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Source: Nielsen NLR Survey 2017, n=67 Why have you INSERT Q9 RESPONSE: started purchasing, purchased more of Freshpet in the past 12 months compared to the previous 12 months? Please select all that apply. Note: Top 13 responses shown



FRESHPET DOG PARENT SEGMENTS

*** Fresh, Real Food ***

Visitors - BASICS

Prefer dry food, leave food out all day
Faster and easier it is to feed my dog,
the better
Would like to buy dog the highest
quality dog food, but I just can't
afford it
Think some people treat their dogs
too much like humans
Tend to have younger dogs



Loyal Users - SOLUTION

Boomers and Gen X
1-2 HH's, no children
Pets are their kids
Affluent \$80-100K income
Tend to have picky eaters, dog eating woes
Tend to have toy/small dogs
Buy best quality, no matter the cost
Tend to have older dogs

Mixers - VARIETY

Married with children
Multi-pet HH/have cats
Income \$80K
Like to try new cuisines/restaurants
Eating as much fresh as I can/Avoid processed food
Important dog stays in peak health, improve skin/coat
Switch between brands for variety/Try something new & different
Tend to feel guilty only feeding dry food
Tend to want to add something to dog's dry food
Tend to be looking for variety to add dog's meal
Tend to want to give dog something special
Tend to have larger dogs
Tend to have younger dogs

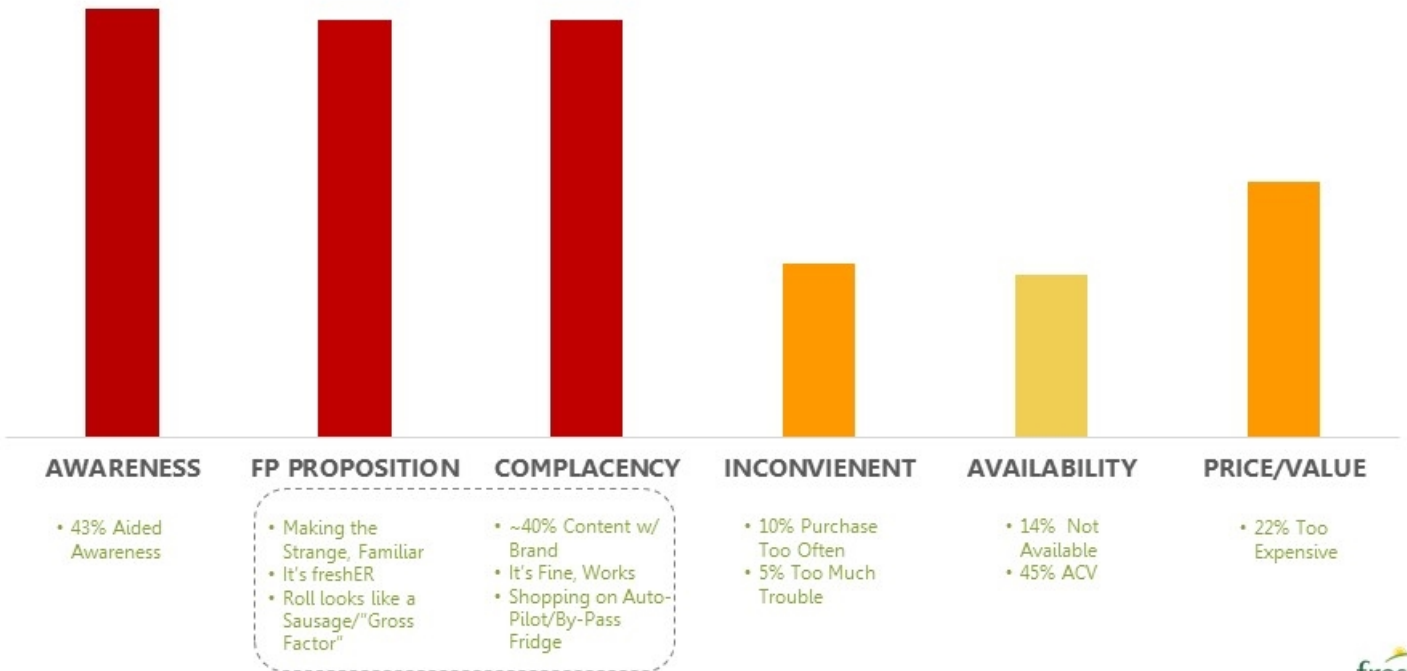


Source: Nielsen 2017 NLR Custom Survey, 2016 A&U, Nielsen Demos 2017, 2018 Mini A&U.



BARRIERS TO PURCHASING FRESHPET

(AMONG PRIME PROSPECTS)



Source: 2016 FP Brand Tracker, 2016 FP A&U, TTL Aware Non Users/Prime Prospects Main Reason Not Purchasing, Shop-A-longs, n=202





Appendix: Kitchens 2.0



Expanding our manufacturing advantage . . .



Quakertown

Kitchens

Kitchens
2.0

Improving Safety, Quality, Value, Customer Delight



By creating Freshpet Kitchens 2.0 . . .

Use automation to further improve:

- Quality
- Safety
- Cost



Kitchens 2.0 plan will deliver . . .

- **Efficient use of capital:** Payback at full capacity in <2 years
- **Strengthened manufacturing expertise advantage:** Increased automation delivers improved quality, safety and lower cost – improving gross margins
- **Continued focus on existing gross margin improvement goals:** We will not let Kitchens 2.0 work dilute our near term gross margin improvement efforts

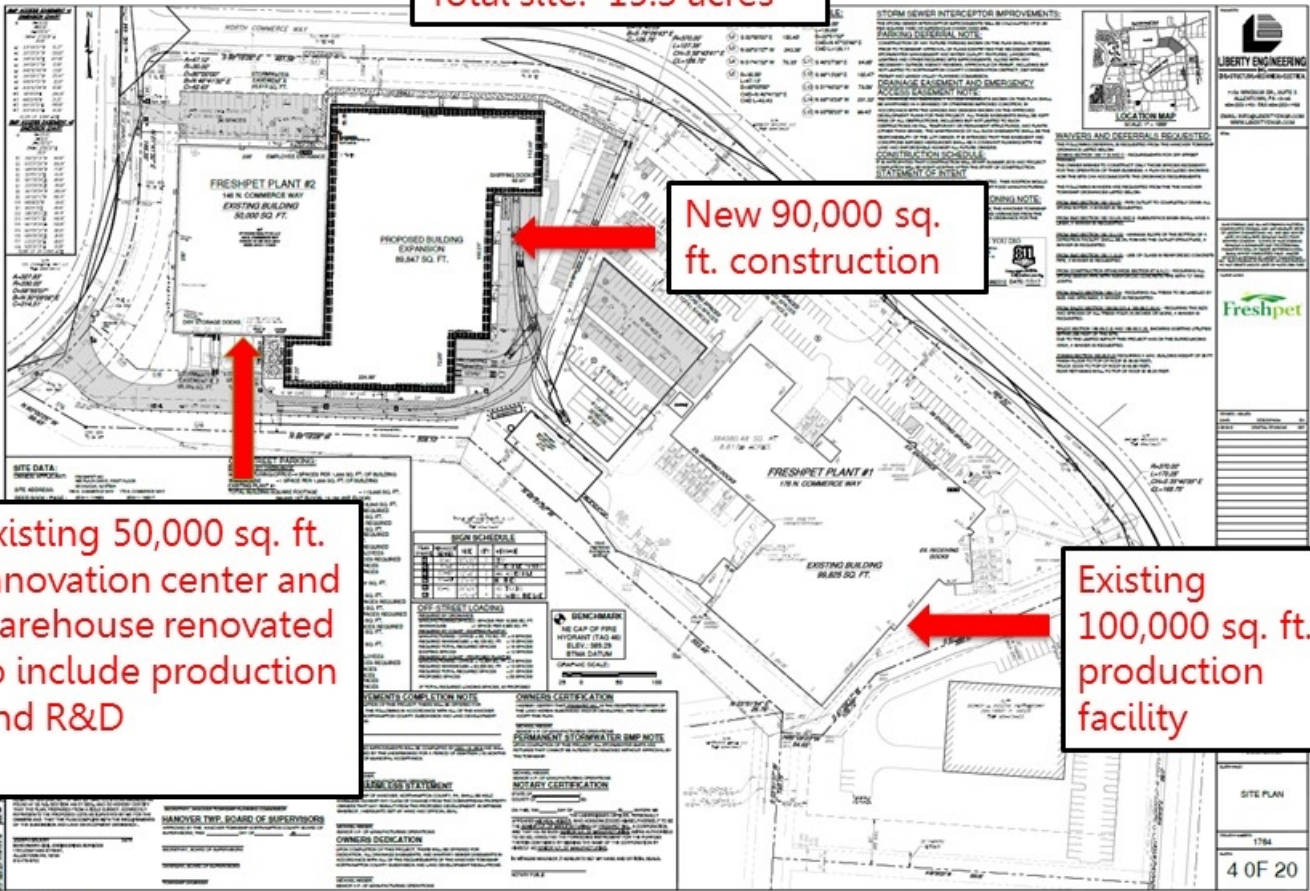
Creating 2nd Production Facility on Site

Total site: 15.3 acres

New 90,000 sq. ft. construction

Existing 50,000 sq. ft. innovation center and warehouse renovated to include production and R&D

Existing 100,000 sq. ft. production facility



Continuing Commitment to the Environment

- ▶ 100% landfill free
- ▶ 100% wind energy
- ▶ Rain water will be collected and used for lawn and landscape irrigation



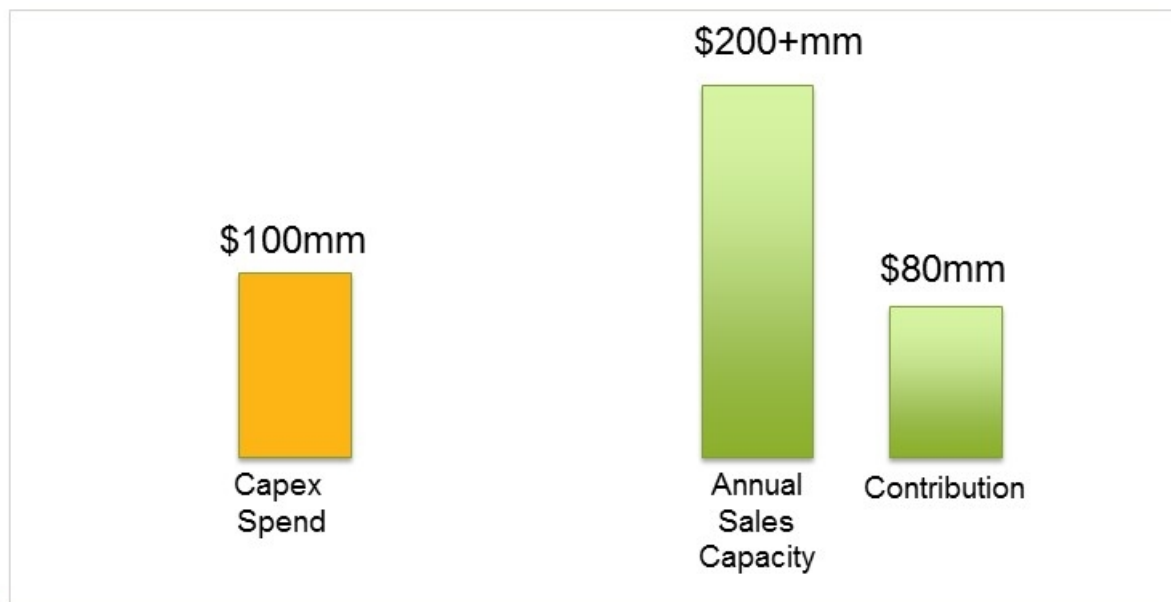
GOOD STEWARDS OF THE ENVIRONMENT

At Freshpet, we're always looking for ways to minimize our impact on the environment wherever we can. We're devoted to running our operations in a sustainable and efficient manner by utilizing 100% wind energy and minimizing waste and materials to become 100% landfill free at the Freshpet Kitchens. We're also reducing energy consumption with Smart Way Transport and energy-efficient fridges



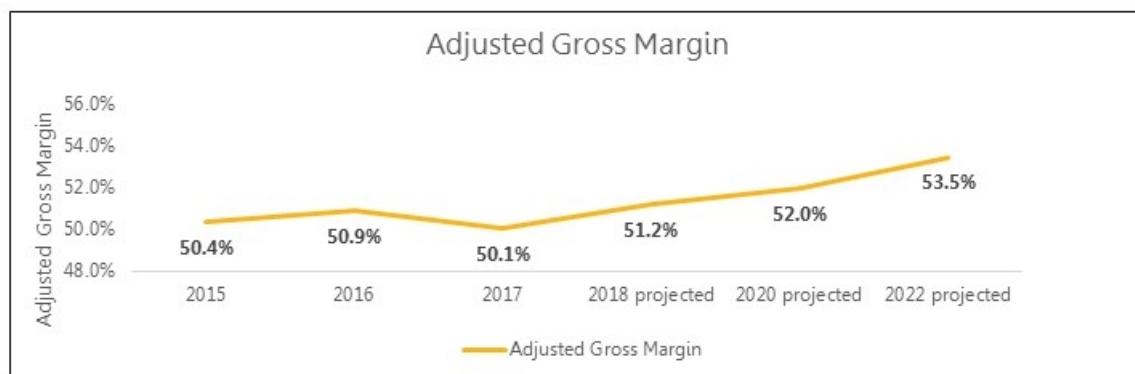
Freshpet Kitchens 2.0 Investment

- Incremental volume will flow through at a 40% contribution rate
- At full capacity payback is less than two years.



Freshpet Kitchens 2.0 Adjusted Gross Margin Growth

- Safety, quality, and productivity enhancements will improve adjusted gross margin by 100 basis points, with an additional 50 basis points due to scale



Freshpet Kitchens 2.0 Contribution to FCF

As we continue to leverage our infrastructure we expect to reap the benefits of scale with our Free Cash Flow increasing by 4%.

Original Freshpet Kitchens



Free Cash Flow represents contribution of \$55mm less ongoing capital expenditures of \$11mm

Freshpet Kitchens 2.0



Free Cash Flow represents contribution of \$114mm less ongoing capital expenditures of \$17mm

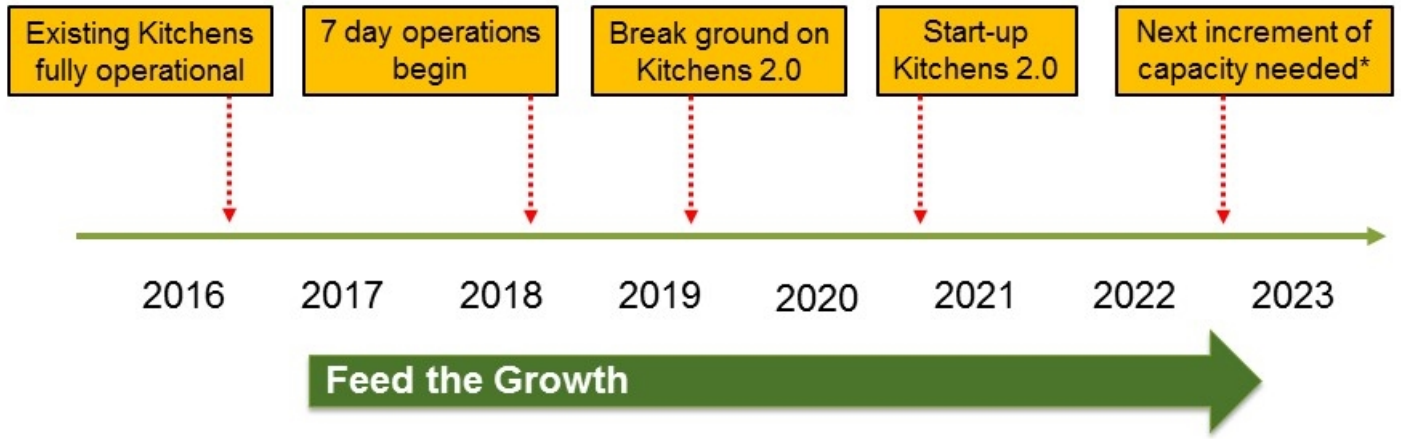


Freshpet Kitchens 2.0 - Recap

- **Cost:** \$100mm plus or minus 5%
- **Financing:** Replace our existing \$30mm credit line with a \$90mm line in Q4 18
- **Leverage:** Will not exceed 2.5x Adj EBITDA
- **Pay Off:** We expect to pay off the credit line by 2022
- **Capacity:** Net Sales capacity increases \$200mm+ to \$500mm+
- **Payout:** At full capacity payout is less than 15 months



Timeline



* Timing for next increment of capacity is dependent on growth rate and product mix

