FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL								
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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*  NORRIS CHARLES A  (Month/Day/Year)  11/06/2014				ement	3. Issuer Name <b>and</b> Ticker or Trading Symbol Freshpet, Inc. [ FRPT ]						
(Last) C/O FRESHP	ast) (First) (Middle) /O FRESHPET, INC.			Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner			(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)			
400 PLAZA DRIVE, FLOOR 1						Officer (give title below)	Other (spec		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) SECAUCUS	NJ	07094						X	•	y One Reporting Person y More than One erson	
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)						nt of Securities ally Owned (Instr. 4)	3. Ownershi Form: Direct or Indirect ( (Instr. 5)	t (D)   (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						5,356,784	I	See f	See footnote <sup>(1)</sup>		
Series B Preferred Stock						112,160	I	See f	See footnote <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
Series C Prefer	red Stock(2)(3)		(2)	(2)		Common Stock	1,059,592	7.1	I	See footnote <sup>(4)</sup>	

## **Explanation of Responses:**

- 1. The Reporting Person is a managing member of Freshpet Investors LLC and may be deemed to beneficially own the shares held by Freshpet Investors LLC as a result. The Reporting Person disclaims beneficial ownership of all of the shares held or controlled by Freshpet Investors LLC except to the extent of his pecuniary interest therein.
- 2. The Series C Preferred Stock is 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 is 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 has been adjusted for a 1-for-0.7396 stock split.
- 3. 166,470 shares of Series C Preferred Stock (convertible into 123,121 shares of Common Stock) were received as fees under the Amended and Restated Fee and Reimbursement Agreement, dated as of April 15, 2013, as amended (the "Fee and Reimbursement Agreement"). Pursuant to the Fee and Reimbursement Agreement, the Issuer is obligated to pay each guarantor a contingent fee equal to 10% per annum of the amount each guaranter committed to guarantee. The number of shares of Series C Preferred Stock issuable in respect of the Reporting Person's guarantee will continue to accrue until the guarantee is terminated upon repayment of the credit facility.
- 4. The Reporting Person may be deemed to beneficially own 166,470 shares of Series C Preferred Stock (convertible into 123,121 shares of Common Stock) through Norris Trust dtd 6/18/02 and 1,266,186 shares of Series C Preferred Stock (convertible into 936,471 shares of Common Stock) through Freshpet Investors LLC. The Reporting Person disclaims beneficial ownership of all shares held or controlled by Freshpet Investors LLC or Norris Trust dtd 6/18/02 except to the extent of his pecuniary interest therein.

## Remarks:

/s/ Richard Kassar, as

Attorney-in-fact for the

11/06/2014

**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 5 (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.