

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Walsh Cathal</u> (Last) (First) (Middle) C/O FRESHPET, INC. 400 PLAZA DRIVE, 1ST FLOOR (Street) SECAUCUS NJ 07094 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [FRPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP-Managing Director, Europe</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/08/2024		M		6,000	A	\$9.05	12,291	D	
Common Stock	11/08/2024		S		6,000	D	\$154.76 ⁽¹⁾	6,291	D	
Common Stock	11/08/2024		M		8,186	A	\$9.05	14,477	D	
Common Stock	11/08/2024		S		8,186	D	\$154.76 ⁽¹⁾	6,291	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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
Options to purchase common stock	\$9.05	11/08/2024		M			6,000	(3)	05/10/2026	Common Stock	6,000	\$0	0	D	
Options to purchase common stock	\$9.05	11/08/2024		M			8,186 ⁽²⁾	(4)	05/10/2026	Common Stock	8,186	\$0	0	D	

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$153.21 to \$156.00. The reporting person undertakes to provide to Freshpet, Inc., any security holders of Freshpet, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set in this Form 4.
- The number of options reflected includes a one share adjustment due to rounding.
- The options were issued pursuant to the Issuer's 2014 Second Amended and Restated Omnibus Incentive Plan. The options fully vested on May 10, 2020.
- The options were issued pursuant to the Issuer's 2014 Second Amended and Restated Omnibus Incentive Plan. The options fully vested on December 31, 2018.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Lisa Alexander, as attorney-in-fact for the Reporting Person 11/13/2024

** 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATION

I, Cathal Walsh, hereby make, constitute and appoint each of Todd E. Cunfer, Lisa Alexander and Andrew Lampert, or either of them acting singly, and with full power of substitution and re-substitution, as my true and lawful attorney-in-fact (each of such persons and their substitutes being referred to herein as the “attorney-in-fact”), with full power to act for me and in my name, place and stead, in any and all capacities, to:

- (1) prepare, execute, and submit for and on my behalf, in my capacity as an officer of Freshpet, Inc. (the “Company”), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the “Exchange Act”), or under Rule 144 under the Securities Act of 1933 (“Rule 144”), with respect to any security of the Company to the United States Securities and Exchange Commission (the “SEC”);
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, or Form 144, complete and execute any amendment(s) thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act or Rule 144.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, or Form 144, with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of June, 2024.

By: /s/ Cathal Walsh
Name: Cathal Walsh