

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Morris Scott James</u>  (Last) (First) (Middle) C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1  (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>President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2018</u>	
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	08/09/2018		M		10,000	A	\$15	197,798	D	
common stock	08/09/2018		S		10,000	D	\$33.2	187,798	D	
common stock	08/09/2018		M		15,000	A	\$15	202,798	D	
common stock	08/09/2018		S		15,000	D	\$33.75	187,798	D	
common stock	08/09/2018		M		3,966	A	\$9.05	191,764	D	
common stock	08/09/2018		S		3,966	D	\$33.75	187,798	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)
						Date Exercisable	Expiration Date					
Options to purchase common stock	\$15	08/09/2018		M	10,000	(1)	11/07/2024	Common Stock 10,000	\$0	15,562	D	
Options to purchase common stock	\$15	08/09/2018		M	15,000	(1)	11/07/2024	Common Stock 15,000	\$0	562	D	
Options to purchase common stock	\$9.05	08/09/2018		M	3,966	(2)	05/10/2026	Common Stock 3,966	\$0	18,658	D	

**Explanation of Responses:**

- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The option vests in three equal annual installments beginning November 7, 2015.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The option vests in three equal annual installments beginning May 10, 2017.

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

08/13/2018

\*\* 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.