| SEC F | Form 4 |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 OMB Number: 3235-0287 Estimated average burden

| Estimated average burden | | |
|--------------------------|--|-----|
| hours per response: | | 0.5 |

| 1. Name and Address of Reporting Person [*] Hieger Michael | | | 2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc.</u> [FRPT] | (Check | tionship of Reporting Pe all applicable) Director Officer (give title | rson(s) to Issuer 10% Owner Other (specify |
|---|---------------|----------------|--|------------------------|---|--|
| (Last) (First) (Middle) C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1 | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2016 | Х | below) SVP Manufacturing | below) g Operations |
| (Street) SECAUCUS (City) | NJ (State) | 07094 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Reg Form filed by More tha Person | orting Person |

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) | Transaction Code (Instr. | | | | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|----------|------------------------------------|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 06/06/2016 | | М | | 887 | A | \$7.1 | 887 | Ι | By spouse | |
| Common Stock | 06/06/2016 | | S | | 887 | D | \$9.4201 | 0 | Ι | By spouse | |

 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. Transa Code (8) | | of Expiration Date Derivative (Month/Day/Year) Securities Acquired | | Expiration Date Amount of Month/Day/Year) Securities | | 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 | Amount or Number of Shares | | | | |
| Option to Purchase Common Stock | \$7.1 | 06/06/2016 | | М | | | 887 | (1) | 12/31/2020 | Common Stock | 887 | \$0 | 1,332 | I | By spouse |

Explanation of Responses:

1. The options were issued pursuant to the Issuer's 2010 Stock Option Plan, as amended. 40% of the options vest on November 7, 2015 and 60% of the options vest on November 7, 2016.

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

06/08/2016

** 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.