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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

	ROVAL
OMB Number:	3235-0287
Estimated average	hurden

Estimated average burden	
hours per response:	0.5

1. Name and Addres	ss of Reporting Perso	n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Freshpet, Inc.</u> [FRPT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2014	X	Director Officer (give title below)	10% Owner Other (specify below)			
C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1 (Street)									
			4. If Amendment, Date of Original Filed (Month/Day/Year) 11/17/2014	6. Indiv Line)	ling (Check Applicable				
				X	Form filed by One Reporting Person				
SECAUCUS	NJ	07094		Form filed by More than One F Person		han One Reporting			
(City)	(State)	(Zip)							

### 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)	cution Date, Transaction Date, Code (Instr. 5					5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		(	
Common Stock <sup>(1)</sup>	11/13/2014		Р		5,000 <sup>(2)</sup>	A	\$15	26,587 <sup>(3)</sup>	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. Transa Code ( 8)		5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)				Expiration Date A (Month/Day/Year) S U		Amount of		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								

Explanation of Responses:

1. Due to a clerical error, the originally filed Form 4 omitted this purchase.

2. Represents shares of Common Stock purchased pursuant to the Issuer's directed share program in connection with the Issuer's initial public offering.

3. The Reporting Person held 26,587 shares of Common Stock as of the date of the originally filed Form 4 and holds 29,087 shares of Common Stock as of the date of this Form 4/A.

#### **Remarks:**

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

04/24/2015

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.