

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <b>Morris Scott James</b>			2. Issuer Name and Ticker or Trading Symbol <b>Freshpet, Inc. [ FRPT ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and COO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/07/2021</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) SECAUCUS NJ 07094						
(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)	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	05/07/2021		M		841	A	\$11	151,174	D	
common stock	05/07/2021		S		841	D	\$178.1 <sup>(1)</sup>	150,333	D	
common stock	05/10/2021		S <sup>(3)</sup>		100	D	\$171.38	150,233	D	
common stock	05/10/2021		S <sup>(3)</sup>		697	D	\$172.82 <sup>(4)</sup>	149,536	D	
common stock	05/10/2021		S <sup>(3)</sup>		500	D	\$173.83 <sup>(5)</sup>	149,036	D	
common stock	05/10/2021		S <sup>(3)</sup>		700	D	\$174.92 <sup>(6)</sup>	148,336	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						Amount or Number of Shares
Options to purchase common stock	\$11	05/07/2021		M			841	(2)	04/03/2027	Common Stock	841	\$0	25,897	D	

**Explanation of Responses:**

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.90 to \$178.29. 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 sold at each price within the range set forth in this footnote.
- The options were issued pursuant to the Issuer's 2014 Second Amended and Restated Omnibus Incentive Plan. The options vested on December 31, 2020.
- The sale reported in this row was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2021.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.40 to \$173.15. 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 sold at each price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.49 to \$174.49. 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 sold at each price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.50 to \$175.37. 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 sold at each price within the range set forth in this footnote.

/s/ Stephen Macchiaverna, as  
Attorney-in-fact for the 05/11/2021  
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 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.