SEC Form 4

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).
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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 OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person [*] MCLEVISH TIMOTHY R			2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc.</u> [FRPT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner							
			3. Date of Earliest Transaction (Month/Day/Year) 08/21/2023]	Officer (give title below)	Other (specify below)					
C/O FRESHPET, INC. 400 PLAZA DRIVE, 1ST FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	 6. Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person 						
(Street) SECAUCUS	NJ	07094			Form filed by More th Person	an One Reporting					
<u>}</u>			Rule 10b5-1(c) Transaction Indication								
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)							5. Amount of	6. Ownership	7. Nature	
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 3, 4 and 5) 8)		Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	08/21/2023		A ⁽¹⁾		1,513	Α	\$ <mark>0</mark>	25,513	D	
Common Stock	03/15/2024		A ⁽¹⁾		1,095	A	\$ <mark>0</mark>	26,608	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(* 57)	,,	,		,					,			
1. Title of Derivative Security (Instr. 3) 2. Conversio or Exercis 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	Amount or Number of Shares				

Explanation of Responses:

1. The shares of restricted Common Stock were awarded to the Reporting Person under the Issuer's 2014 Omnibus Incentive Plan and vest on the first anniversary of the grant date, subject to the Reporting Person's continued service on the Board of Directors of the Issuer at such date.

/s/ Stephen Macchiaverna, as attorney-in-fact for the Reporting Person

03/19/2024

** 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.