

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Walsh Cathal</u>  (Last) (First) (Middle) <u>C/O FRESHPET, INC.</u> <u>400 PLAZA DRIVE, FLOOR 1</u>  (Street) <u>SECAUCUS NJ 07094</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/19/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [ FRPT ]</u>	
		4. 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>Senior VP of Cooler Operations</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Option to purchase Common Stock	(1)	10/01/2027	Common Stock	35,000	15.65	D
Option to purchase Common Stock	(2)	03/30/2028	Common Stock	16,092	16.45	D
Option to purchase common stock	(3)	04/03/2027	Common Stock	23,173	11	D
Option to Purchase Common Stock	(4)	12/31/2020	Common Stock	35,414	7.1	D
Options to purchase common stock	(5)	05/09/2026	Common Stock	12,277	9.05	D
Options to purchase common stock	(6)	05/09/2026	Common Stock	8,185	9.05	D
Option to purchase Common Stock	(7)	11/06/2024	Common Stock	13,109	15	D

**Explanation of Responses:**

- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The options vest on December 31, 2020.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The options vest in three equal annual installments beginning on March 30, 2019.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The options vest in three equal annual installments beginning April 3, 2018.
- The options vested on December 31, 2018.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The options vest in three equal annual installments beginning May 9, 2017.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. 50% of the options vested on December 31, 2017, and 50% of the options vested on December 31, 2018.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The options vested in three equal annual installments beginning November 7, 2015.

**Remarks:**

Senior Vice President of Cooler Operations

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

04/15/2019

\*\* 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 5 (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.