

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 | |
|--|-----------|
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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * <u>KASSAR RICHARD A</u> (Last) (First) (Middle) C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1 (Street) SECAUCUS NJ 07094 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [FRPT]</u> | 5. 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>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/06/2019 | |
| | | 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 |

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 | 06/06/2019 | | M | | 4,469 | A | \$16.45 | 184,463 | D | |
| common stock | 06/06/2019 | | S | | 4,469 | D | \$47.8791 ⁽¹⁾ | 179,994 | D | |
| common stock | 06/06/2019 | | M | | 4,469 | A | \$16.45 | 184,463 | D | |
| common stock | 06/06/2019 | | S | | 4,469 | D | \$47.88 ⁽²⁾ | 179,994 | D | |
| common stock | 06/06/2019 | | M | | 10,414 | A | \$7.1 | 190,408 | D | |
| common stock | 06/06/2019 | | S | | 10,414 | D | \$47.843 ⁽³⁾ | 179,994 | D | |
| common stock | 06/06/2019 | | M | | 12,626 | A | \$7.1 | 192,620 | D | |
| common stock | 06/06/2019 | | S | | 12,626 | D | \$47.824 ⁽⁴⁾ | 179,994 | D | |
| common stock | 06/07/2019 | | M | | 11,764 | A | \$9.05 | 191,758 | D | |
| common stock | 06/07/2019 | | S | | 11,764 | A | \$47.691 ⁽⁵⁾ | 179,994 | D | |
| common stock | 06/07/2019 | | M | | 11,767 | A | \$9.05 | 191,761 | D | |
| common stock | 06/07/2019 | | S | | 11,767 | A | \$47.67 ⁽⁶⁾ | 179,994 | 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 | | | | | | Title |
| Options to purchase common stock | \$16.45 | 06/06/2019 | | M | | | 4,469 | (7) | 03/30/2028 | Common Stock | 4,469 | \$0 | 8,941 | D | |
| Options to purchase common stock | \$16.45 | 06/06/2019 | | M | | | 4,469 | (8) | 03/30/2028 | Common Stock | 4,469 | \$0 | 8,940 | D | |
| Options to purchase common stock | \$7.1 | 06/06/2019 | | M | | | 10,414 | (9) | 01/01/2021 | Common Stock | 10,414 | \$0 | 0 | D | |
| Options to purchase common stock | \$11 | 06/06/2019 | | M | | | 12,626 | (10) | 04/03/2027 | Common Stock | 12,626 | \$0 | 6,313 | 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 | Title | Amount or Number of Shares | | | | |
| Options to purchase common stock | \$9.05 | 06/07/2019 | | M | | | 11,764 | (11) | 05/10/2026 | Common Stock | 11,764 | \$0 | 0 | D | |
| Options to purchase common stock | \$9.05 | 06/07/2019 | | M | | | 11,767 | (12) | 05/10/2026 | Common Stock | 11,767 | \$0 | 0 | D | |

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.75 to \$48.35. 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 purchased at each price within the range set in this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.0 to \$48.35. 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 purchased at each price within the range set in this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.75 to \$48.315. 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 purchased at each price within the range set in this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.75 to \$48.40. 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 purchased at each price within the range set in this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.46 to \$48.075. 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 purchased at each price within the range set in this Form 4.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.46 to \$48.05. 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 purchased at each price within the range set in this Form 4.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning March 30, 2019. The remaining options are subject to the satisfaction of certain performance goals over three years beginning December 31, 2018 and the reporting person's continued employment through the vesting date.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning March 30, 2019. The remaining options are subject to the satisfaction of certain performance goals over three years beginning December 31, 2018 and the reporting person's continued employment through the vesting date.
- The options were originally issued pursuant to the Issuer's 2010 Stock Option Plan as performance based awards. On December 30, 2016, the awards were amended from performance based awards to time vested awards. The awards as amended vested on December 31, 2018.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning April 3, 2018. The remaining options are subject to the satisfaction of certain performance goals and vest on December 31, 2020 and the reporting person's continued employment through the vesting date.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning May 10, 2017. The remaining options are subject to the satisfaction of certain performance goals over three years beginning December 31, 2016 and the reporting person's continued employment through the vesting date.
- The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. Half of the options vest in three equal annual installments beginning May 10, 2017. The remaining options are subject to the satisfaction of certain performance goals over three years beginning December 31, 2016 and the reporting person's continued employment through the vesting date.

/s/ Richard A. Kassir, as
Attorney-in-fact for the
Reporting Person

06/10/2019

** 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 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.

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