

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Walsh Cathal</u>			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>Senior VP of Cooler Operations</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2016</u>			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			
C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>SECAUCUS</u>	<u>NJ</u>	<u>07094</u>							

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	08/09/2016		M		22,315	A	\$6.27	130,898	D	
Common Stock	08/09/2016		S		22,315	D	\$10.679 ⁽¹⁾	108,583	D	
Common Stock	08/09/2016		M		10,946	A	\$7.1	119,529	D	
Common Stock	08/09/2016		S		10,946	D	\$10.6765 ⁽²⁾	108,583	D	
Common Stock	08/09/2016		M		4,378	A	\$7.1	112,961	D	
Common Stock	08/09/2016		S		4,378	D	\$10.8	108,583	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
Option to Purchase Common Stock	\$6.27	08/09/2016		M			22,315	(3)	12/04/2016	Common Stock	22,315	\$0	0	D	
Option to Purchase Common Stock	\$7.1	08/09/2016		M			10,946	(4)	12/31/2020	Common Stock	10,946	\$0	0	D	
Option to Purchase Common Stock	\$7.1	08/09/2016		M			4,378	(4)	12/31/2020	Common Stock	4,378	\$0	6,568	D	

Explanation of Responses:

- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.45 to \$10.8201. 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 \$10.45 to \$10.82. 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 option vests in five equal annual installments beginning October 31, 2007.
- The option vests in five equal annual installments beginning December 31, 2011.

/s/ Richard A. Kassar, as
Attorney-in-fact for the
Reporting Person 08/11/2016

** 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.

