FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burd	en
l	hours per response:	0.5

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

Name and Address of Reporting Person*     COBEN LAWRENCE S						2. Issuer Name <b>and</b> Ticker or Trading Symbol Freshpet, Inc. [FRPT]													on(s) to Is		
(Last) (First) (Middle) C/O FRESHPET, INC.						3. Date of Earliest Transaction (Month/Day/Year) 05/17/2016										Office	er (give title v)		Other below)	(specify	
400 PLAZA DRIVE, FLOOR 1						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) SECAUCUS NJ 07094															X	Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
(City)	(S	ate) (	Zip)																		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D						Execution			Code (	Transaction Disposed Code (Instr. 5)		ties Acquired (A) d Of (D) (Instr. 3,		(A) or 3, 4 a	4 and Sec Ber Ow		curities eneficially		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	. 17	Transaction(s) (Instr. 3 and 4)				(111341.4)			
Common Stock <sup>(1)</sup> 05/17/									A		4,144	1	A \$0		0 42,998			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)	vative Conversion Date Execution I irity or Exercise (Month/Day/Year) if any			Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration			Amount of Securities Underlying Derivative Security (Instr. and 4)  Amount of Security Underlying Derivative Amount or Number of		ount nber	t		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		). wnership orm: irect (D) Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

## **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 May 9, 2017, subject to the Reporting Person's continued service on the Board of Directors of the Issuer at such date.

/s/ Richard A. Kassar, as

Attorney-in-fact for the

05/19/2016

**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.