SEC Form 4

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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).

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

Civid Number.	3233-0207
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1. Name and Address of Reporting Person [*] Walsh Cathal			2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc.</u> [FRPT]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
C/O FRESHPET, INC.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2016	X	Officer (give title below) Senior VP of Cooler (Other (specify below) Operations	
400 PLAZA DRIVE, FLOOR 1 (Street) SECAUCUS NJ 07094 (City) (State) (Zip)		07094 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person	ting Person	

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

1	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)

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. Transa Code (8)		of		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	05/17/2016	05/17/2016	A		24,554		(1)	05/09/2026	Common Stock	24,554	\$0	24,554	D	

Explanation of Responses:

1. The options were issued pursuant to the Issuer's 2014 Omnibus Incentive Plan. The option vests in three equal annual installments beginning May 9, 2017.

<u>/s/ Richard A. Kassar, as</u>	
Attorney-in-fact for the	
Reporting Person	

** Signature of Reporting Person Date

05/19/2016

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.