

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

## **Freshpet, Inc.**

(Name of Registrant as Specified in Its Charter)

**JANA Partners LLC**  
**JANA Partners Management, LP**  
**JANA Strategic Investments Benchmark Master Fund, L.P.**  
**Barry Rosenstein**  
**Scott Ostfeld**  
**Diane Dietz Suci**  
**Timothy R. McLevish**  
**Kurt T. Schmidt**  
**Ginger Gorden**  
**James Lillie**  
**Carsten Charles (CC) Sabathia, Jr.**  
**Dwyane Wade**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.

**JANA PARTNERS PROVIDES URGENT NOTICE TO ALL FRESHPET SHAREHOLDERS TO RECALL SHARES ON LOAN BY PURPORTED JUNE 12, 2023 RECORD DATE**

*Despite Accelerating 2023 Annual Meeting by Two Months Freshpet Has Yet to Publicly Disclose Record Date*

*Further Reinforces Board's Apparent Disdain for Corporate Governance and Rights of Shareholders*

*Holders of Shares Not Recalled by Record Date Set by Company Will Not be Entitled to Vote Shares at Upcoming 2023 Annual Meeting*

**NEW YORK** – JANA Partners (“JANA”), which along with its affiliates and partners, owns 9.3% of Freshpet, Inc. (NASDAQ:FRPT), “Freshpet” or the “Company), today provided the guidance to shareholders about how to ensure their shares can be voted at the Company’s upcoming 2023 Annual Meeting of Stockholders (“2023 Annual Meeting”) scheduled for July 25, 2023.

Freshpet shareholders who have loaned, pledged or hypothecated any of their Common Stock may not be able to vote their shares unless such shares are returned to their accounts before the record date. Given the significant short interest in Freshpet, it is possible that shareholders are not aware that their stock has been loaned by their broker. **According to information Freshpet has provided to custodial banks, brokers and other intermediaries, we believe Freshpet has set a record date of Monday, June 12, 2023 for its 2023 Annual Meeting.** Since shares on loan cannot be voted, it is imperative that shareholders who wish to vote at the 2023 Annual Meeting make certain they have their shares in proper voting order before the record date.

Barry Rosenstein, Managing Partner at JANA, commented, “In yet another apparent attempt to frustrate shareholders’ ability to participate in a fair and democratic election of directors, the Freshpet Board has yet to publicly disclose the record date for its 2023 Annual Meeting despite abruptly accelerating the meeting date by more than two months and the significant short interest in the Company’s stock. As it is possible that shareholders may not be aware that their stock has been loaned by their prime broker(s)—and that recalling one’s shares may take several days to complete—we strongly urge shareholders to contact their prime brokers immediately to confirm that all their stock is fully voteable. This is particularly important, because share lending at Freshpet is elevated due to hedging caused by the Company’s equity linked issuance earlier this year.”

Shareholders can contact JANA’s proxy solicitor, Innisfree M&A, at (212) 750-5833 if they have any questions with this process.

#### **About JANA Partners**

JANA Partners was founded in 2001 by Barry Rosenstein. JANA invests in undervalued public companies and engages with management teams and boards to unlock value for shareholders.

#### **Important Information**

JANA Partners LLC, JANA Partners Management, LP, JANA Strategic Investments Benchmark Master Fund, L.P., and Barry Rosenstein (“collectively JANA”), and Scott Ostfeld, Diane Dietz, James Lillie, Timothy R. McLevish, Kurt T. Schmidt, Dwyane Wade, Carsten Charles (CC) Sabathia, Jr. and Ginger Gorden (collectively, and together with JANA, the “Participants”) intend to file with the Securities and Exchange

Commission (the "SEC") a definitive proxy statement and accompanying form of GREEN proxy to be used in connection with the solicitation of proxies from the stockholders of Freshpet, Inc. ("Freshpet" or the "Company") in connection with the Company's 2023 annual meeting of stockholders (the "2023 Annual Meeting"). All stockholders of the Company are advised to read the definitive proxy statement and other documents related to the solicitation of proxies, each in connection with the 2023 Annual Meeting, by the Participants when they become available, as they will contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying GREEN proxy card will be furnished to some or all of the Company's stockholders and will be, along with other relevant documents, available at no charge on the SEC website at <http://www.sec.gov>.

Information about the Participants and a description of their direct or indirect interests by security holdings is contained in an exhibit to the Schedule 14A filed by the Participants with the SEC on May 24, 2023. This document is available free of charge from the source indicated above.

## **Disclaimer**

This material does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in any state to any person. In addition, the discussions and opinions in this press release and the material contained herein are for general information only, and are not intended to provide investment advice. All statements contained in this press release that are not clearly historical in nature or that necessarily depend on future events are "forward-looking statements," which are not guarantees of future performance or results, and the words "will," "anticipate," "believe," "expect," "potential," "could," "opportunity," "estimate," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained in this press release and the material contained herein that are not historical facts are based on current expectations, speak only as of the date of this press release and involve risks that may cause the actual results to be materially different. Certain information included in this material is based on data obtained from sources considered to be reliable. No representation is made with respect to the accuracy or completeness of such data, and any analyses provided to assist the recipient of this material in evaluating the matters described herein may be based on subjective assessments and assumptions and may use one among alternative methodologies that produce different results. Accordingly, any analyses should also not be viewed as factual and also should not be relied upon as an accurate prediction of future results. All figures are unaudited estimates and subject to revision without notice. JANA disclaims any obligation to update the information herein and reserves the right to change any of its opinions expressed herein at any time as it deems appropriate. Past performance is not indicative of future results.

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