

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MIDOCEAN ASSOCIATES SPC</u>  (Last) (First) (Middle) C/O MIDOCEAN PARTNERS LP 320 PARK AVE, SUITE 1600  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2014	3. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc.</u> [ FRPT ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock <sup>(1)(2)(3)(4)</sup>	(1)	(1)	Common Stock	8,679,625	7.1	D	

1. Name and Address of Reporting Person* <u>MIDOCEAN ASSOCIATES SPC</u>  (Last) (First) (Middle) C/O MIDOCEAN PARTNERS LP 320 PARK AVE, SUITE 1600  (Street) NEW YORK NY 10022  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>VIRTUE J EDWARD</u>  (Last) (First) (Middle) C/O MIDOCEAN PARTNERS LP 320 PARK AVE, SUITE 1600  (Street) NEW YORK NY 10022  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>ULTRAMAR CAPITAL LTD</u>  (Last) (First) (Middle) C/O MIDOCEAN PARTNERS LP 320 PARK AVE, SUITE 1600  (Street) NEW YORK NY 10022  (City) (State) (Zip)		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MIDOCEAN PARTNERS III L P</a>		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MIDOCEAN PARTNERS III-A L P</a>		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MIDOCEAN PARTNERS III-D L P</a>		
(Last)	(First)	(Middle)
C/O MIDOCEAN PARTNERS LP		
320 PARK AVE, SUITE 1600		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

- The Series C Preferred Stock is convertible at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series C Original Issue Price by the Series C Conversion Price (as defined in the Second Amended and Restated Certificate of Incorporation of the Issuer) in effect at the time of conversion. The Common Stock underlying the Series C Preferred Stock has been adjusted for a 1-for-0.7396 stock split.
- Includes 7,258,033 shares of Series C Preferred Stock (convertible into 5,368,041 shares of Common Stock) held by MidOcean Partners III, L.P., 3,858,653 shares of Series C Preferred Stock (convertible into 2,853,859 shares of Common Stock) held by MidOcean Partners III-A, L.P. and 618,883 shares of Series C Preferred Stock (convertible into 457,725 shares of Common Stock) held by MidOcean Partners III-D, L.P. (collectively, the "MidOcean Entities"). MidOcean Associates, SPC by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III ("Associates") is the General Partner of each of the MidOcean Entities. MidOcean US Advisor, L.P. ("US Advisor") provides investment advisory services to each of the MidOcean Entities and Associates. J. Edward Virtue indirectly controls the shares of common stock held by the MidOcean Entities.
- (Continued from footnote 2) Accordingly, Associates, US Advisor and Mr. Virtue may be deemed to have beneficial ownership of the shares of common stock held by the MidOcean Entities, although each of Associates, US Advisor and Mr. Virtue disclaims beneficial ownership of the shares owned of record by any other person or entity except to the extent of their pecuniary interest therein.
- 1,290,408 shares of Series C Preferred Stock were received as fees under the Amended and Restated Fee and Reimbursement Agreement, dated as of April 15, 2013, as amended (the "Fee and Reimbursement Agreement"). Pursuant to the Fee and Reimbursement Agreement, the Issuer is obligated to pay each guarantor a contingent fee equal to 10% per annum of the amount each guarantor committed to guarantee. The number of shares of Series C Preferred Stock issuable in respect of the Reporting Person's guarantee will continue to accrue until the guarantee is terminated upon repayment of the credit facility.

**Remarks:**

[MIDOCEAN ASSOCIATES, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/06/2014](#)

[MIDOCEAN PARTNERS III, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director](#) [11/06/2014](#)

[MIDOCEAN PARTNERS III-A, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its](#) [11/06/2014](#)

general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director  
MIDOCEAN PARTNERS III- D, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director 11/06/2014  
ULTRAMAR CAPITAL LTD, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Chief Executive Officer 11/06/2014  
J. EDWARD VIRTUE, /s/ J. Edward Virtue 11/06/2014

\*\* 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 5 (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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