SEC Form 4

FORM 4

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

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

| 1. Name and Address of Reporting Person*
 Macchiaverna Stephen

 (Last) (First) (Middle)
 C/O FRESHPET, INC.
 400 PLAZA DRIVE, FLOOR 1

 (Street)
 SECAUCUS NJ 07094

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Freshpet, Inc. [FRPT]

 3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2016

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 _ Director _ 10% Owner
 X Officer (give title below) _ Other (specify below)

 Sr. VP, Controller, Secretary

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 _ Form filed by More than One Reporting Person |

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	05/16/2016		M		3,600	A	$6.27	76,538	D	
Common Stock	05/16/2016		S		3,600	D	$9.1389[1]	72,938	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	Amount or Number of Shares				
Options to purchase common stock	$6.27	05/16/2016		M			3,600	[2]	12/04/2016	Common Stock	3,600	$0	10,052	D	

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $9.10 to $9.16. 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.

2. The option vests in five equal annual installments beginning December 4, 2007.

/s/ Richard A. Kassar, as Attorney-in-fact for the Reporting Person   05/18/2016

** 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.

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.