

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>THOMPSON RICHARD C</u> (Last) (First) (Middle) <u>C/O FRESHPET, INC.</u> <u>400 PLAZA DRIVE, FLOOR 1</u> (Street) <u>SECAUCUS NJ 07094</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [FRPT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/13/2014		C		15,828	A	\$7.1	15,828	D	
Common Stock	11/13/2014		C		330,538	A	\$7.1	470,814	I	See Footnote ⁽¹⁾

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
Series C Preferred Stock	\$7.1	11/13/2014		J ⁽²⁾		109		(3)	(3)	Common Stock	80	\$0.00	21,401	D	
Series C Preferred Stock	\$7.1	11/13/2014		C		21,401		(3)	(3)	Common Stock	15,828	\$0.00	0	D	
Series C Preferred Stock	\$7.1	11/13/2014		C		446,916		(3)	(3)	Common Stock	330,538	\$0.00	0	I	See Footnote ⁽¹⁾

Explanation of Responses:

- The Reporting Person has voting and investment power over 140,276 shares of Common Stock and 58,842 shares of Series C Preferred Stock held of record by Thompson Holdings, LLP. The Reporting Person has voting and investment power over 409,366 shares of Series C Preferred C stock held of record by Thompson FP Food, LLC.
- The 109 shares of Series C Preferred Stock (convertible into 80 shares of Common 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 paid 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 accrued until November 13, 2014, the date the guarantee was terminated in connection with the repayment of the credit facility.
- The Series C Preferred Stock was 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 was 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 was adjusted for a 1-for-0.7396 stock split.

Remarks:

/s/ Richard A. Kassar, as
Attorney-in-fact for the
Reporting Person 11/17/2014

** 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 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.

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