FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-028

Estimated average burden

0.5

hours per response:

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

Cyr William B. (Last) (First) (Middle) C/O FRESHPET, INC. 400 PLAZA DRIVE, FLOOR 1 (Street) SECAUCUS NJ 07094 (City) (State) (Zip)					09/	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2016 4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line)	Director 10% Owner Officer (give title below) Other (specify below) Chief Executive Officer Vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
1. Title of S	Security (Ins		e I - N	2. Transacti	_	2A. De	emed		3.		isposed o	Acquire	d (A) or		5. Am	ount of	6. Ownership	7. Nature
Date (Month/Day/Ye					/Year)	ear) Execution Date, if any (Month/Day/Year)			Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 a		r. 3, 4 and	5)	Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	(A) or (D)	Price		Trans	action(s) 3 and 4)	ction(s)	
Common Stock 09/13/201					016	3			P		27,919	A	\$9.74	48(1)	2	27,919	D	
Common Stock 09/14/201					016	6			P		16,663	A	\$10.02	247 ⁽²⁾		14,582	D	
Common Stock 09/15/201					016	6			P		5,800	A	\$10.15	0.1576 ⁽³⁾		50,382	D	
		Та	ıble II								oosed of, convertib				vned			
1. Title of Derivative Security (Instr. 3)	ive Conversion Date Execution Date, To or Exercise (Month/Day/Year) if any			4. Transa Code (8)	action (Instr.	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) Date Expiration			7. Title and Amount of Securities Underlying Derivative Security (Instr. : and 4) Amount or Number of		ice of vative urity r. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

- 1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.62 to \$10.04. 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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.88 to \$10.26. 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
- 3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.99 to \$10.30. 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

/s/ Richard A. Kassar, as Attorney-in-Fact for the Reporting Person

09/15/2016

** 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.