## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI	ΙP
---	----

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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>KAYNE RICHARD A</u>						2. Issuer Name and Ticker or Trading Symbol Freshpet, Inc. [FRPT]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner					
(Last)	(Fi	irst) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 08/17/2015										Officer below)	(give title	Oth bel	er (specify ow)	
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									ne)	-/				
(City)	(St	ate) (	(Zip)													Form filed by More than One Reporting Person				
		Tab	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, o	r Ben	eficia	ally O	wned	ı .			
				2. Transaction Date (Month/Day/Year)		ar)   E	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (	Transaction Code (Instr.								6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect t Beneficial Ownership	
									Code	v	Amount	t (A) or (D)		Price	_   Tr	Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common Stock				08/17/2015					<b>J</b> (1)		201,70	)2 D		\$(	0	3,331,091		Ι	See Footnote 2 <sup>(2)</sup>	
Common Stock					08/17/2015				J <sup>(3)</sup>		78,972	2	A	\$(	0	309,564		I	By Ricahrd and Suzanne Kayne Living Trust u/t/d 1/14/99	
Common Stock 08/17/2					7/2015	2015			J <sup>(4)</sup>		34,076 A		\$(	0	34,076		I	See Footnote 4 <sup>(4)</sup>		
		Та	nble II - I )								sed of, onvertib				y Owr	ed				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution D or Exercise (Month/Day/Year) if any (Month/Day/Day/Derivative		Date,	Code (Instr		n of r. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date E Expiratio (Month/D	n Date	Arr) Se Urr De Se an		7. Title and Amount of Securities Underlying Derivative Security (Instand 4)  Amou or Numb of Title Share		nt er		Number of lerivative Securities Seneficially Dwned following Reported Transaction( Instr. 4)	Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)	

## **Explanation of Responses:**

- 1. Completion of the first distribution to members of Freshpet Investors, LLC ("FPI") pursuant to the Selldown Agreement entered into between FPI and the Company in connection with the initial public offering, and includes only shares distributed to persons who may be deemed affiliates.
- 2. Such shares are owned by FPI. Kayne Anderson Capital Advisors, LP ("KACALP") is a managing member of FPI and shares voting and investment management power over such shares held by FPI. Richard Kayne is the majority owner and chairman of KACALP. Mr. Kayne disclaims beneficial ownership of all shares held or controlled by FPI except to the extent of his pecuniary interest therein.
- 3. In-kind distribution which represents the Reporting Person's pecuniary interest in the distribution from FPI.
- 4. In-kind distribution to KACALP and may be deemed to beneficially own the shares held by KACALP. The Reporting Person disclaims beneficial ownership of the securities held by KACALP, except to the extent of his pecuniary interest therein.

David J. Shladovsky, as attorney-in-fact for the Reporting Person

08/19/2015

\*\* 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.