

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
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1. Name and Address of Reporting Person* <u>KAYNE RICHARD A</u>  (Last) (First) (Middle)  (Street)  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	02/09/2016		J <sup>(1)</sup>		629,326	D	\$0	1,600,445	I	See Footnote 2 <sup>(2)</sup>
Common Stock	02/09/2016		J <sup>(3)</sup>		108,402	A	\$0	603,797	I	By Richard and Suzanne Kayne Living Trust u/t/d 1/14/99
Common Stock	02/09/2016		J		7,288	A	\$0	52,557	I	See Footnote 4 <sup>(4)</sup>

**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					

**Explanation of Responses:**

- Distribution made to investors of Freshpet Investors, LLC ("FPI") pursuant to the Selldown Agreement entered into between FPI and the Company in connection with the initial public offering.
- Such shares are owned by FPI. Kayne Anderson Capital Advisors, L.P. ("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.
- In-kind distribution which represents the Reporting Person's pecuniary interest in the distribution from FPI.
- In-kind distribution to KACALP as managing member of FPI. The Reporting Person is the majority owner and Chairman of 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  
 \*\* Signature of Reporting Person      Date

02/11/2016

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.