

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed 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>Walsh Cathal</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. Date of Event Requiring Statement (Month/Day/Year) <u>11/06/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Freshpet, Inc. [ FRPT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>See Remarks</u>	5. 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 Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>141,257</u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series C Preferred Stock<sup>(1)</sup></u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>3,521</u>	<u>7.1</u>	<u>D</u>
<u>Option to purchase Common Stock</u>	<u>(2)</u>	<u>10/31/2016</u>	<u>Common Stock</u>	<u>22,315</u>	<u>6.27</u>	<u>D</u>
<u>Option to purchase Common Stock</u>	<u>(3)</u>	<u>12/31/2020</u>	<u>Common Stock</u>	<u>10,946</u>	<u>7.1</u>	<u>D</u>

## Explanation of Responses:

- The Series C Preferred Stock is 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 is 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 has been adjusted for a 1-for-0.7396 stock split.
- The option vests in five equal annual installments beginning October 31, 2007.
- The option vests in five equal annual installments beginning December 31, 2011.

## Remarks:

Senior Vice President of Cooler Operations

/s/ Richard Kassar, as  
Attorney-in-fact for the  
Reporting Person11/06/2014

\*\* 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 5 (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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