

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-36729



FRESHPET, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

400 Plaza Drive, 1st Floor, Secaucus, New Jersey

(Address of principal executive offices)

20-1884894

(I.R.S. Employer
Identification No.)

07094

(Zip Code)

Registrant's telephone number, including area code: (201) 520-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock	FRPT	NASDAQ Global Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 3, 2019, the registrant had 35,876,265 shares of common stock, \$0.001 par value per share, outstanding.

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Forward-Looking Statements

This report contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical fact included in this report are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “aim,” “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “outlook,” “potential,” “project,” “projection,” “plan,” “intend,” “seek,” “may,” “could,” “would,” “will,” “should,” “can,” “can have,” “likely,” the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. They appear in a number of places throughout this report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected, including:

- our ability to successfully implement our growth strategy;
- our ability to timely complete the construction of our Freshpet Kitchens 2.0 and achieve the anticipated benefits therefrom;
- our ability to generate sufficient cash flow or raise capital on acceptable terms;
- the loss of key members of our senior management team;
- allegations that our products cause injury or illness or fail to comply with government regulations;
- the loss of a significant customer;
- the entrance of new competitors into our industry;
- the effectiveness of our marketing and trade spending programs;
- our ability to introduce new products and improve existing products;
- our limited manufacturing capacity;
- the impact of government regulation, scrutiny, warning and public perception;
- the effect of false marketing claims;
- adverse weather conditions, natural disasters, pestilences and other natural conditions affecting our operations;
- our ability to develop and maintain our brand;
- the effect of potential price increases and shortages on the inputs, commodities and ingredients that we require;
- our ability to manage our supply chain effectively;
- volatility in the price of our common stock; and
- other factors discussed under the headings “Risk Factors” and “Business” in our Annual Report on Form 10-K and under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K and in this report.

While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties.

Item 1. Financial Statements

FRESHPET, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 31, 2019	December 31, 2018
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 3,761,283	\$ 7,554,388
Accounts receivable, net of allowance for doubtful accounts	15,558,276	12,326,703
Inventories, net	11,109,216	9,317,232
Prepaid expenses	2,400,310	1,078,232
Other current assets	289,321	681,550
Total Current Assets	<u>33,118,406</u>	<u>30,958,105</u>
Property, plant and equipment, net	109,559,987	102,094,248
Deposits on equipment	5,458,953	4,730,176
Operating lease right of use assets	9,366,228	—
Other assets	2,234,495	2,182,329
Total Assets	<u>\$ 159,738,069</u>	<u>\$ 139,964,858</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	11,334,998	9,166,412
Accrued expenses	8,217,565	9,050,551
Current operating lease liabilities	986,072	—
Borrowings under Credit Facilities	10,000,000	—
Total Current Liabilities	<u>\$ 30,538,635</u>	<u>\$ 18,216,963</u>
Long term operating lease liabilities	8,677,892	—
Other liabilities	—	273,420
Total Liabilities	<u>\$ 39,216,527</u>	<u>\$ 18,490,383</u>
STOCKHOLDERS' EQUITY:		
Common stock — voting, \$0.001 par value, 200,000,000 shares authorized, 35,866,322 issued and 35,852,153 outstanding on March 31, 2019, and 35,556,595 issued and 35,542,426 outstanding on December 31, 2018	35,866	35,556
Additional paid-in capital	325,457,147	323,079,437
Accumulated deficit	(204,774,682)	(201,352,682)
Accumulated other comprehensive income	59,437	(31,610)
Treasury stock, at cost — 14,169 shares on March 31, 2019 and December 31, 2018	(256,226)	(256,226)
Total Stockholders' Equity	<u>120,521,542</u>	<u>121,474,475</u>
Total Liabilities and Stockholders' Equity	<u>\$ 159,738,069</u>	<u>\$ 139,964,858</u>

See accompanying notes to the unaudited consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)

	For the Three Months Ended	
	March 31,	
	2019	2018
NET SALES	\$ 54,792,202	\$ 43,169,601
COST OF GOODS SOLD	28,877,221	23,041,583
GROSS PROFIT	25,914,981	20,128,018
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES	29,232,250	23,537,944
LOSS FROM OPERATIONS	(3,317,269)	(3,409,926)
OTHER INCOME/(EXPENSES):		
Other Income/(Expenses), net	17,295	(22,977)
Interest Expense	(102,776)	(69,002)
	(85,481)	(91,979)
LOSS BEFORE INCOME TAXES	(3,402,750)	(3,501,905)
INCOME TAX EXPENSE	19,250	19,032
LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (3,422,000)	\$ (3,520,937)
OTHER COMPREHENSIVE INCOME (LOSS):		
Change in foreign currency translation	\$ 91,047	199,554
TOTAL OTHER COMPREHENSIVE INCOME	91,047	199,554
TOTAL COMPREHENSIVE LOSS	\$ (3,330,953)	\$ (3,321,383)
NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS		
-BASIC	\$ (0.10)	\$ (0.10)
-DILUTED	\$ (0.10)	\$ (0.10)
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING USED IN COMPUTING NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS		
-BASIC	35,668,323	35,137,502
-DILUTED	35,668,323	35,137,502

See accompanying notes to the unaudited consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES

CHANGES TO STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

	Common Stock - Voting				Accumulated Other Comprehensive Income	Treasury Stock		Total Stockholders' Equity
	Number of Shares Issued	Amount	Additional Paid-in Capital	Accumulated Deficit		Number of Shares	Amount	
BALANCES, December 31, 2018	<u>35,556,595</u>	<u>\$ 35,556</u>	<u>\$ 323,079,437</u>	<u>\$ (201,352,682)</u>	<u>\$ (31,610)</u>	<u>14,169</u>	<u>\$ (256,226)</u>	<u>\$ 121,474,475</u>
Exercise of options to purchase common stock	248,195	248	1,791,420	—	—	—	—	1,791,668
Issuance of restricted stock units, net of tax withholdings	61,532	62	(673,836)	—	—	—	—	(673,774)
Share-based compensation expense	—	—	1,260,126	—	—	—	—	1,260,126
Foreign Currency Translation	—	—	—	—	91,047	—	—	91,047
Net loss	—	—	—	(3,422,000)	—	—	—	(3,422,000)
BALANCES, March 31, 2019	<u>35,866,322</u>	<u>\$ 35,866</u>	<u>\$ 325,457,147</u>	<u>\$ (204,774,682)</u>	<u>\$ 59,437</u>	<u>14,169</u>	<u>\$ (256,226)</u>	<u>\$ 120,521,542</u>

	Common Stock - Voting				Accumulated Other Comprehensive Income	Treasury Stock		Total Stockholders' Equity
	Number of Shares Issued	Amount	Additional Paid-in Capital	Accumulated Deficit		Number of Shares	Amount	
BALANCES, December 31, 2017	<u>35,132,548</u>	<u>\$ 35,132</u>	<u>\$ 312,783,195</u>	<u>\$ (195,991,478)</u>	<u>\$ 76,129</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 116,902,978</u>
Exercise of options to purchase common stock	6,696	7	53,855	—	—	—	—	53,862
Share-based compensation expense	—	—	1,092,260	—	—	—	—	1,092,260
Net loss	—	—	—	(3,520,937)	—	—	—	(3,520,937)
Foreign Currency Translation	—	—	—	—	199,554	—	—	199,554
BALANCES, March 31, 2018	<u>35,139,244</u>	<u>\$ 35,139</u>	<u>\$ 313,929,310</u>	<u>\$ (199,512,415)</u>	<u>\$ 275,683</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 114,727,717</u>

See accompanying notes to the unaudited consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (3,422,000)	\$ (3,520,937)
Adjustments to reconcile net loss to net cash flows provided by operating activities:		
Provision for loss/(gains) on accounts receivable	28,778	5,232
Loss on disposal of equipment	8,028	27,879
Share-based compensation	1,200,336	1,092,260
Inventory obsolescence	10,238	52,723
Depreciation and amortization	3,720,091	3,334,348
Amortization of deferred financing costs and loan discount	28,775	28,775
Changes in operating assets and liabilities		
Accounts receivable	(5,010,252)	617,072
Inventories	(1,802,222)	190,775
Prepaid expenses, other non-trade receivables and other current assets	(929,849)	284,943
Operating lease right of use	241,785	—
Other assets	(36,010)	281,914
Accounts payable	2,555,681	(829,072)
Accrued expenses	(832,986)	(1,784,887)
Other lease liabilities	(217,469)	(7,104)
Net cash flows used in operating activities	<u>(4,457,076)</u>	<u>(226,079)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions of property, plant and equipment, software and deposits on equipment	(10,453,923)	(4,972,701)
Net cash flows used in investing activities	<u>(10,453,923)</u>	<u>(4,972,701)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of options to purchase common stock	1,791,668	53,862
Tax withholdings related to net shares settlements of restricted stock units	(673,774)	—
Proceeds from borrowings under Credit Facilities	10,000,000	6,000,000
Net cash flows provided by financing activities	<u>11,117,894</u>	<u>6,053,862</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(3,793,105)	855,082
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	7,554,388	2,184,259
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 3,761,283</u>	<u>\$ 3,039,341</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	\$ 29,717	\$ 37,293
NON-CASH FINANCING AND INVESTING ACTIVITIES:		
Property, plant and equipment purchases in accounts payable	\$ 463,546	\$ 1,046,377
Non-cash acquisitions of property, plant and equipment	\$ 1,749,901	\$ —

See accompanying notes to the unaudited consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**Note 1 – Nature of the Business and Summary of Significant Accounting Policies:**

Nature of the Business – Freshpet, Inc. (hereafter referred to as “Freshpet” the “Company”, “we” or “our”), a Delaware corporation, manufactures and markets natural fresh meals and treats for dogs and cats. The Company’s products are distributed throughout the United States and other international markets, into major retail classes including Grocery (including online), Mass and Club, Pet Specialty, and Natural retail.

Basis of Presentation – The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”). The unaudited consolidated financial statements include the accounts of the Company as well as the Company’s wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. The interim unaudited consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and in accordance with the rules and regulations of the United States Securities and Exchange Commission. In the opinion of management, the interim unaudited financial statements reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company’s financial position as of March 31, 2019, the results of its operations and cash flows for the three months ended March 31, 2019 and 2018. The results for the three months ended March 31, 2019 are not necessarily indicative of results to be expected for the year ending December 31, 2019, or any other interim periods, or any future year or period.

These consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes in Item 8 of Part II, “Financial Statements and Supplementary Data,” of our Annual Report on Form 10-K for the year ended December 31, 2018.

Estimates and Uncertainties – The preparation of our consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results, as determined at a later date, could differ from those estimates.

Restricted Stock Tax Withholdings – For the three-month period ended March 31, 2019, the Company withheld 18,351 shares, totaling \$0.7 million, to meet payroll tax withholdings obligations arising from the vesting of restricted share units. Shares of common stock withheld for tax withholdings do not reduce the Company’s total share repurchase authority.

Note 2 – Recently Issued Accounting Standards:

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2016-02 (Topic 842) “Leases.” Topic 842 supersedes the lease requirements in Accounting Standards Codification (ASC) Topic 840, “Leases.” Under Topic 842, lessees are required to recognize assets and liabilities on the balance sheet for most leases and provide enhanced disclosures. Leases will continue to be classified as either finance or operating. In July 2018, the FASB issued ASU 2018-11, “Leases (ASC 842): Targeted Improvements,” which provides companies an optional adoption method to ASU 2016-02 whereby a company does not have to adjust comparative period financial statements for the new standard.

The reported results for the three months ended March 31, 2019 reflect the application of ASC 842, while the comparative information has not been restated and continues to be reported under the related lease accounting standards in effect for those periods. The adoption of this update represents a change in accounting principle and resulted in the recognition of right-of-use (“ROU”) assets and operating lease liabilities. We elected the package of practical expedients, which permits us not to reassess our prior conclusions about lease identification, lease classification and initial direct costs incurred. We also elected the practical expedient to combine lease and non-lease components when determining the ROU asset and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

lease liability, as well as the practical expedient to exclude leases with an initial term of 12 months or less. The primary effect of adopting this standard relates to the recognition of our operating leases on our Consolidated Balance Sheets (Unaudited) and providing additional disclosures about our leasing activities.

The Company is a lessee in several noncancellable operating leases, primarily for office and warehouse space, as well as office equipment.

The Company determines if an arrangement is or contains a lease at contract inception. The Company recognizes a ROU asset and a lease liability at the lease commencement date. The operating lease liability is initially and subsequently measured at the present value of the unpaid lease payments at the lease commencement date.

Key estimates and judgments include how the Company determines (1) the discount rate it uses to discount the unpaid lease payments to present value, (2) lease term and (3) lease payments.

- ASC 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. Generally, the Company cannot determine the interest rate implicit in the lease because it does not have access to the lessor's estimated residual value or the amount of the lessor's deferred initial direct costs. Therefore, at the date of adoption, we used our incremental borrowing rate based on the information available at January 1, 2019.
- The lease term for all of the Company's leases includes the noncancellable period of the lease plus any additional periods covered by either a Company option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise.
- Lease payments included in the measurement of the lease liability comprise of fixed payments based on the terms of the lease. Certain arrangements have free rent periods or escalating rent payment provisions. We recognize rent expense on a straight-line basis over the lease term, including any periods of free rent.

ROU assets are initially and subsequently measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received.

The ROU asset is subsequently measured throughout the lease term at the carrying amount of the lease liability, plus initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

ROU assets for operating leases are periodically reviewed for impairment losses. The Company uses the long-lived assets impairment guidance in ASC Subtopic 360-10, Property, Plant, and Equipment – Overall, to determine whether a ROU asset is impaired, and if so, the amount of the impairment loss to recognize.

The Company monitors for events or changes in circumstances that require a reassessment of one of its leases. When a reassessment results in the remeasurement of a lease liability, a corresponding adjustment is made to the carrying amount of the corresponding ROU asset unless doing so would reduce the carrying amount of the ROU asset to an amount less than zero.

Operating lease ROU assets are presented as operating lease right of use assets on the consolidated balance sheet. The current portion of operating lease liabilities and the long-term portion are presented separately as current and long term operating lease liabilities on the consolidated balance sheet.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 3 – Inventories:

	March 31, 2019	December 31, 2018
Raw Materials and Work in Process	\$ 2,849,747	\$ 2,784,233
Packaging Components Material	1,075,422	1,138,091
Finished Goods	7,310,660	5,442,338
	11,235,829	9,364,662
Reserve for Obsolete Inventory	(126,613)	(47,430)
	<u>\$ 11,109,216</u>	<u>\$ 9,317,232</u>

Note 4 – Property, Plant and Equipment:

	March 31, 2019	December 31, 2018
Refrigeration Equipment	\$ 84,314,926	\$ 79,567,389
Machinery and Equipment	52,803,479	51,800,479
Building, Land, and Improvements	25,606,013	25,606,013
Furniture and Office Equipment	5,151,742	4,884,945
Leasehold Improvements	393,770	393,770
Automotive Equipment	319,496	319,496
Construction in Progress	9,858,712	4,769,268
	178,448,138	167,341,360
Less: Accumulated Depreciation	(68,888,151)	(65,247,112)
	<u>\$ 109,559,987</u>	<u>\$ 102,094,248</u>

Depreciation expense related to property, plant and equipment totaled \$3,643,492 for the three months ended March 31, 2019, of which \$1,566,088 was recorded to cost of goods sold for the three months ended March 31, 2019, with the remainder of depreciation and amortization expense recorded to selling, general and administrative expense.

Depreciation expense related to property, plant and equipment totaled \$3,268,899 for the three ended March 31, 2018, of which \$1,490,995 was recorded to cost of goods sold for the three months ended March 31, 2018, with the remainder of depreciation and amortization expense recorded to selling, general and administrative expense.

Note 5 – Accrued Expenses:

	March 31, 2019	December 31, 2018
Accrued Compensation and Employee Related Costs	\$ 3,155,174	\$ 5,276,552
Accrued Chiller Cost	1,416,152	1,401,762
Accrued Customer Consideration	919,739	650,567
Accrued Commission	769,320	114,901
Accrued Freight	535,814	405,733
Accrued Marketing	657,354	551,681
Accrued Utility Cost	270,554	146,500
Other Accrued Expenses	493,458	502,855
	<u>\$ 8,217,565</u>	<u>\$ 9,050,551</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 6 – Debt:

During the third quarter of 2017, we amended our Credit Facilities to replace our Term Facility and Capex Commitments of \$30.0 million and \$10.0 million Revolving Facility with a straight \$30.0 million revolver (the “New Revolving Facility”) and the ability to increase the New Revolving Facility by an additional \$10.0 million. The New Revolving Facility is scheduled to mature in September 2020 and borrowings thereunder accrue interest at variable rates depending on the Company’s election, either at a base rate or at the London Interbank Offered Rate (“LIBOR”), in each case, plus an applicable margin. Subject to the Company’s leverage ratio, the applicable margin varies between 0.75% and 1.25% for base rate loans and 1.75% and 2.25% for LIBOR loans. The amendment resulted in a reduction in the unused rate of between 25 and 75 basis points and a reduction in the total rate of between 200 and 250 basis points.

Borrowings under our Revolving Credit Facilities totaled \$10.0 million for the three months ended March 31, 2019, which also represented the debt outstanding under the Credit Facilities. There was no debt outstanding as of March 31, 2018.

Interest expense and fees totaled \$0.1 million for the three months ended March 31, 2019 and less than \$0.1 million for the three months ended March 31, 2018. There was less than \$0.1 million of accrued interest on the Credit Facilities as of March 31, 2019.

Note 7– Leases:

We have various noncancellable lease agreements for office and warehouse space, as well as office equipment, with original remaining lease terms of two years to nine years, some of which include an option to extend the lease term for up to five years. Because the Company is not reasonably certain to exercise these renewal options, the options are not considered in determining the lease term, and associated potential option payments are excluded from lease payments. The Company’s leases generally do not include termination options for either party to the lease or restrictive financial or other covenants.

Weighted-average remaining lease term (in years) and discount rate related to operating leases were as follows:

Weighted-average remaining lease term	5.16
Weighted-average discount rate	6.0%

As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the date of adoption to determine the present value of lease payments.

Maturities of lease liabilities under noncancellable operating leases as of March 31, 2019 were as follows:

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	<u>March 31, 2019</u>	
2019 (a)	\$	1,017,527
2020		1,521,149
2021		1,724,052
2022		1,727,538
2023		1,773,769
2024 and beyond		4,287,729
Total lease payments		<u>12,051,764</u>
Less: Imputed interest		<u>(2,387,800)</u>
Present value of lease liabilities	\$	<u>9,663,964</u>

(a) Excluding the three months ended March 31, 2019.

As of December 31, 2018 minimum lease payments under noncancellable operating leases by period were expected to be:

	<u>December 31, 2018</u>	
2019	\$	1,475,761
2020		1,626,179
2021		1,671,003
2022		1,664,510
2023		1,700,539
2024 and thereafter		4,246,015
	\$	<u>12,384,007</u>

A summary of rent expense for the years ended December 31, 2018 and 2017 was as follows:

	<u>2018</u>		<u>2017</u>	
Rent expense	\$	515,565	\$	480,349

Supplemental cash flow information and non-cash activity relating to operating leases are as follows:

	<u>For the Three Months Ended March 31, 2019</u>	
Operating cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities	\$	246,735

Note 8 – Equity Incentive Plans:

Total compensation cost for share-based payments recognized for the three months ended March 31, 2019 and 2018 is \$1,260,126 and \$1,092,260, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

2006 Stock Plan—The options in this plan are time-based (vest over five years). Certain option awards provide for accelerated vesting if there is a change in control (as defined in the 2006 Plan). At March 31, 2019, there were zero shares available for grant as the 2006 Plan is frozen. The total number of unexercised options for the 2006 Plan is 5,029.

2010 Stock Plan—The outstanding options are time-based (vest between two and four years). At March 31, 2019, there were zero shares available for grant as the 2010 Plan is frozen. The total number of unexercised options for the 2010 Plan is 327,052.

2014 Omnibus Incentive Plan—In November 2014, the Company approved the 2014 Omnibus Incentive Plan (the “2014 Plan”). Under the 2014 Plan 3,979,200 shares of common stock may be issued or used for reference purposes as awards granted. These awards may be in the form of stock options, stock appreciation rights, restricted stock, as well as other stock-based and cash-based awards. At March 31, 2019, the awards granted were either time-based, performance-based (vest when performance targets are met, as defined in the stock option grant agreement), or restricted stock units (employee RSUs vest over three years and non-employee director RSUs vest over one year). The total number of unexercised options and RSUs for the 2014 Plan is 1,674,640.

At March 31, 2019, there were 1,764,912 shares of common stock available to be issued or used for reference purposes under the 2014 Plan.

NASDAQ Marketplace Rules Inducement Award—During fiscal year 2016, share-based awards were granted to the Company’s Chief Executive Officer as an inducement under the NASDAQ Marketplace Rules, and therefore outside of any Plan. Under the terms of the agreement, the grant is governed as if issued under the 2014 Omnibus Plan. As of March 31, 2019, the awards granted were time-based (cliff vest over four years) and performance-based (vest when performance targets are met, as defined in the stock option grant agreement).

Service Period Stock Options

The following table includes activity related to outstanding service period stock options during the three months ended March 31, 2019.

Service Period Stock Options	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2018	1,793,981	\$ 9.84
Exercised	(248,195)	7.22
Outstanding at March 31, 2019	<u>1,545,786</u>	<u>\$ 10.26</u>

Performance-Vested Stock Options

The following table includes activity related to outstanding performance-vested stock options during the three months ended March 31, 2019.

Performance Based Options	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2018	1,275,746	\$ 13.62
Forfeited	(39,253)	9.05
Outstanding at March 31, 2019	<u>1,236,493</u>	<u>\$ 13.77</u>

As of March 31, 2019, 779,360 performance-vested stock options at a weighted average exercise price of \$10.83 have performance metrics that are probable of achievement. These shares are included in share-based compensation costs for the three months ended March 31, 2019.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Restricted Stock Units

The following table includes activity related to outstanding restricted stock units during the three months ended March 31, 2019.

Restricted Stock Units	Shares	Weighted-Average Grant-Date Fair Value Per Unit
Outstanding at December 31, 2018	271,979	\$ 19.07
Granted	6,888	35.96
Issued upon vesting	(79,883)	21.75
Forfeited	(168)	35.96
Outstanding at March 31, 2019	<u>198,816</u>	<u>\$ 18.56</u>

Note 9 – Loss Per Share:

Basic net loss per share of common stock is calculated by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net loss per share of common stock is computed by giving effect to all potentially dilutive securities.

For the three months ended March 31, 2019 and 2018, there were no adjustments between net loss and net loss attributable to common stockholders.

The potentially dilutive securities are as follows:

	Three Months Ended March 31,	
	2019	2018
Service Period Stock Options	1,686,048	2,026,372
Restricted Stock Units	249,252	166,428
Performance Stock Options	59,693	—
Total	<u>1,994,993</u>	<u>2,192,799</u>

For the three months ended March 31, 2019 and March 31, 2018, diluted net loss per share of common stock is the same as basic net loss per share of common stock, due to the fact that potentially dilutive securities would have an antidilutive effect as the Company incurred a net loss during such periods.

Note 10 – Related Party Transactions:

As of March 31, 2019 there was one related party, to whom payments of \$647,502 were made for the purchase of raw material for the three months ended March 31, 2019. The vendor was not a related party during the three months ended March 31, 2018. The Company believes that all payments made to the vendor are at market value and thus at arms-length.

Note 11 – Concentrations:

Concentration of Credit Risk—The Company maintains its cash balances in financial institutions that are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$250,000 each. At times, such balances may be in excess of the FDIC insurance limit.

Net Sales by Class of Retailer—The following table sets forth net sales by class of retailer:

FRESHPET, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	Three Months Ended March 31,	
	2019	2018
Grocery (including Online), Mass and Club	\$ 45,707,897	\$ 34,898,677
Pet Specialty and Natural	9,084,305	8,270,924
Net Sales	<u>\$ 54,792,202</u>	<u>\$ 43,169,601</u>

Note 12 – Subsequent Events:

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued. Based upon the evaluation, the Company did not identify any recognized or unrecognized subsequent events that have required adjustment or disclosure in the financial statements.

Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations

The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion and analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K.

In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations, and intentions set forth under the sections entitled "Forward-Looking Statements" in this report and "Risk Factors" in our Annual Report on Form 10-K. Our actual results and the timing of events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the section entitled "Risk Factors" in our Annual Report on Form 10-K.

Overview

We started Freshpet with a single-minded mission to bring the power of real, fresh food to our dogs and cats. We were inspired by the rapidly growing view among pet owners that their dogs and cats are a part of their family, leading them to demand healthier pet food choices. Since inception of the company in 2006, we have created a comprehensive business model to deliver wholesome pet food that pet parents can trust, and in the process we believe we have become one of the fastest growing pet food companies in North America. Our business model is difficult for others to replicate and we see significant opportunity for future growth by leveraging the unique elements of our business, including our brand, our product know-how, our Freshpet Kitchens, our refrigerated distribution, our Freshpet Fridge and our culture.

Recent Developments

Freshpet Kitchens Expansion

Due to the continued growth of the Company's fresh pet food sales, the Company has plans to continue expanding its manufacturing capacity. During the last two quarters of 2018 the Company converted three of its four manufacturing lines from five-day production to seven-day production, with plans to convert the fourth line to seven-day production within the next twelve months. The conversion to seven-day production has added more than 120 employees to the Freshpet team. Additionally the Company is in the process of building a 90,000 square-foot addition to our manufacturing location. The \$100 million strategic capital investment is expected to support Freshpet's growth in the United States, Canada and Europe by creating total capacity for approximately \$540 million in net sales from the facility. The facility "Freshpet Kitchens 2.0" will make greater use of automation to improve quality, safety and reduce costs. Production start-up is slated for the second half of 2020. During the first quarter of 2019, we invested \$4.9 million of capital for the Freshpet Kitchens 2.0 project and have spent \$6.9 million on the project to date.

Components of our Operating Results

Net Sales

Our net sales are derived from the sale of pet food to our customers, who purchase either directly from us or through third-party distributors. Our products are sold to consumers through a fast-growing network of company-owned branded refrigerators, known as Freshpet Fridges, located in our customers' stores. We continue to roll out Freshpet Fridges at leading retailers across North America and have installed Freshpet Fridges in over 20,000 retail stores as of March 31, 2019. Our products are sold under the Freshpet brand name with ingredients, packaging and labeling customized by class of retail. Sales are recorded net of discounts, slotting, returns and promotional allowances.

Our net sales growth is driven by the following key factors:

- Increasing sales velocity from the average Freshpet Fridge due to increasing awareness, trial and adoption of Freshpet products and innovation. Our investments in marketing and advertising help to drive awareness and trial at each point of sale.
- Increased penetration of Freshpet Fridge locations in major classes of retail, including grocery (including online), mass, club, pet specialty, and natural. The impact of new Freshpet Fridge installations on our net sales

varies by retail class and depends on numerous factors including store traffic, refrigerator size, placement within the store, and proximity to other stores that carry our products.

- Consumer trends including growing pet ownership, pet humanization and a focus on health and wellness.

We believe that as a result of the above key factors, we will continue to penetrate the pet food marketplace and increase our share of the pet food category.

Gross Profit

Our gross profit is net of costs of goods sold, which include the costs of product manufacturing, product ingredients, packaging materials and inbound freight.

Our gross profit margins are also impacted by the cost of ingredients, packaging materials, and labor and overhead. We expect to mitigate any adverse movement in input costs through a combination of cost management and price increases.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses consist of the following:

Outbound freight. We utilize a third-party logistics provider for outbound freight that ships directly to retailers as well as third-party distributors.

Marketing & advertising. Our marketing and advertising expenses primarily consist of national television media, digital marketing, social media and grass roots marketing to drive brand awareness. These expenses may vary from quarter to quarter depending on the timing of our marketing and advertising campaigns. Our Feed the Growth initiative will focus on growing the business through increased marketing investments.

Freshpet Fridge operating costs. Freshpet Fridge operating costs consist of repair costs and depreciation. The purchase and installation costs for new Freshpet Fridges are capitalized and depreciated over the estimated useful life. All new refrigerators are covered by a manufacturer warranty for three years. We subsequently incur maintenance and freight costs for repairs and refurbishments handled by third-party service providers.

Research & development. Research and development costs consist of expenses to develop and test new products. The costs are expensed as incurred.

Brokerage. We utilize third-party brokers to assist with monitoring our products at the point-of-sale as well as representing us at headquarters for various customers. These brokers visit our retail customers' store locations to ensure items are appropriately stocked and maintained.

Share based compensation. We account for all share-based compensation payments issued to employees, directors and non-employees using a fair value method. Accordingly, share-based compensation expense is measured based on the estimated fair value of the awards on the grant date. We recognize compensation expense for the portion of the award that is ultimately expected to vest over the period during which the recipient renders the required services to us using the straight-line single option method.

Other general & administrative costs. Other general and administrative costs include non-plant personnel salaries and benefits, as well as corporate general & administrative costs.

Income Taxes

We had federal net operating loss ("NOL") carry forwards of approximately \$183.3 million as of December 31, 2018, of which, approximately \$175.0 million, generated in 2017 and prior, will expire between 2025 and 2037. The NOL generated in 2018, of approximately \$8.3 million, will have an indefinite carryforward. We may be subject to certain limitations in our annual utilization of NOL carry forwards to off-set future taxable income pursuant to Section 382 of the Internal Revenue Code, which could result in NOLs expiring unused. At December 31, 2018, we had approximately \$147.2 million of state NOLs, which expire between 2018 and 2038. At December 31, 2018, we had a full valuation allowance against our net deferred tax assets as the realization of such assets was not considered more likely than not.

Consolidated Statements of Operations and Comprehensive Loss

	Three Months Ended March 31,			
	2019		2018	
	Amount	% of Net Sales	Amount	% of Net Sales
	(Dollars in thousands)			
Net sales	\$ 54,792	100%	\$ 43,170	100%
Cost of goods sold	28,877	53	23,042	53
Gross profit	25,915	47	20,128	47
Selling, general and administrative expenses	29,232	53	23,538	55
Loss from operations	(3,317)	(6)	(3,410)	(8)
Other income/(expenses), net	17	0	(23)	(0)
Interest expense	(103)	(0)	(69)	(0)
Loss before income taxes	(3,403)	(6)	(3,502)	(8)
Income tax expense	19	0	19	0
Net Loss	\$ (3,422)	(6)%	\$ (3,521)	(8)%

Three Months Ended March 31, 2019 Compared to Three Months Ended March 31, 2018

Net Sales

The following table sets forth net sales by class of retailer:

	Three Months Ended March 31,					
	2019			2018		
	Amount	% of Net Sales	Store Count	Amount	% of Net Sales	Store Count
	(Dollars in thousands)					
Grocery (including Online), Mass and Club (1)	\$ 45,708	83%	14,786	\$ 34,899	81%	13,216
Pet Specialty and Natural (2)	9,084	17	5,267	8,271	19	5,061
Net Sales	54,792	100%	20,053	43,170	100%	18,277

- (1) Stores at March 31, 2019 and March 31, 2018 consisted of 10,231 and 9,153 Grocery and 4,555 and 4,063 Mass and Club, respectively.
(2) Stores at March 31, 2019 and March 31, 2018 consisted of 4,842 and 4,655 Pet Specialty and 425 and 396 Natural, respectively.

Net sales increased \$11.6 million, or 26.9%, to \$54.8 million for the three months ended March 31, 2019 as compared to the same period in the prior year. The \$11.6 million increase in net sales was driven by growth of \$10.8 million in our Grocery (including Online), Mass, and Club refrigerated channel and \$0.8 million in our Pet Specialty and Natural refrigerated channel. Our Freshpet Fridge store locations grew by 9.7% to 20,053 as of March 31, 2019 compared to 18,277 as of March 31, 2018.

Gross Profit

Gross profit increased \$5.8 million, or 28.8%, to \$25.9 million for the three months ended March 31, 2019 as compared to the same period in the prior year. The increase in gross profit was primarily driven by higher net sales.

Our gross profit margin of 47.3% for the three months ended March 31, 2019 increased 70 basis points compared to the same period in the prior year, due to increased sales price and shifting selling mix of 130 basis points, leverage of depreciation expense of 60 basis points, increased production efficiencies of 40 basis points, partially offset by commodity inflation and in-bound freight costs of 110 basis points, and unabsorbed labor in advance of a new seven day operation of 50 basis points.

Adjusted Gross Profit was \$27.6 million and \$21.7 million in the three months ended March 31, 2019 and 2018, respectively. Adjusted Gross Profit Margin was 50.4% and 50.2% in the three months ended March 31, 2019 and 2018, respectively. Adjusted Gross Profit excludes \$1.6 million of depreciation expense and \$0.1 of share-based compensation expense in the three months ended March 31, 2019 and excludes \$1.5 million of depreciation expense and \$0.1 million of share-based compensation expense in the three months ended March 31, 2018. See “— Non-GAAP Financial Measures” for how we define Adjusted Gross Profit and a reconciliation of Adjusted Gross Profit to Gross Profit, the closest comparable U.S. GAAP measure.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$5.7 million, or 24.2%, to \$29.2 million for the three months ended March 31, 2019 as compared to the same period in the prior year. Key components of the dollar increase include higher media spend of \$3.2 million, higher variable cost due to volume of \$1.2 million, higher depreciation and option expense of \$0.3 million and incremental operating expenses of \$1.3 million, offset by lower selling expense of \$0.3 million. The increased operating expenses were primarily due to new hires, and increased employee incentive and benefit costs.

As a percentage of net sales, selling, general and administrative expenses decreased to 53.4% for the three months ended March 31, 2019 from 54.5% for the three months ended March 31, 2018.

Adjusted SG&A slightly decreased as a percentage of net sales to 45.4% in the first quarter of 2019 as compared to 46.0% of net sales in the first quarter of 2018. The decrease of 70 basis points in adjusted SG&A is a result of 310 basis point gain in SG&A leverage, offset by an increase of 240 basis points related to media ad spend increase. The media spend increase is due to the Company’s Feed the Growth Initiative. Since the start of the initiative the Company has gained approximately 400 basis points of leverage on adjusted SG&A. Adjusted SG&A excludes \$2.2 million depreciation and amortization expense, \$1.1 million of share-based compensation, \$1.1 million launch expense and less than \$0.1 secondary offering expense in the first quarter of 2019 and \$1.8 million depreciation and amortization expense \$1.0 million for share-based compensation expense, \$0.7 million launch expense and \$0.1 million litigation expense in the first quarter of 2018. See “— Non-GAAP Financial Measures” for how we define Adjusted SG&A and a reconciliation of Adjusted SG&A to SG&A, the closest comparable U.S. GAAP measure.

Loss from Operations

Loss from Operations decreased \$0.1 million to \$3.3 million for the three months ended March 31, 2019 as compared to the same period in the prior year as a result of the factors discussed above.

Interest Expense

Interest expense relating primarily to our Credit Facilities was \$0.1 million for the three months ended March 31, 2019 and less than \$0.1 million in the three months ended March 31, 2018.

Other Income/(Expenses), net

Other income (expenses), net increased less than \$0.1 million for the three months ended March 31, 2019.

Net Income/(Loss)

Net Loss decreased \$0.1 million to \$3.4 million for the three months ended March 31, 2019 as compared to loss of \$3.5 million for the same period in the prior year.

Non-GAAP Financial Measures

Freshpet uses the following non-GAAP financial measures in its financial communications. These non-GAAP financial measures should be considered as supplements to the GAAP reported measures, should not be considered replacements for, or superior to, the GAAP measures and may not be comparable to similarly named measures used by other companies.

- Adjusted Gross Profit
- Adjusted Gross Profit as a percentage of net sales
- Adjusted SG&A expenses
- Adjusted SG&A expenses as a percentage of net sales
- EBITDA
- Adjusted EBITDA
- Adjusted EBITDA as a percentage of net sales

Such financial measures are not financial measures prepared in accordance with U.S. GAAP. We define Adjusted Gross Profit as Gross Profit before non-cash depreciation expense and non-cash share-based compensation. We define Adjusted SG&A as SG&A expenses before depreciation and amortization expense, non-cash share-based compensation, launch expense, fees related to a secondary offering, and litigation expense. EBITDA represents net loss plus interest expense, income tax expense, and depreciation and amortization. Adjusted EBITDA represents EBITDA plus loss on disposal of equipment, non-cash share-based compensation, launch expenses, fees related to a secondary offering, and litigation expense.

We believe that each of these non-GAAP financial measures provide additional metrics to evaluate our operations and, when considered with both our U.S. GAAP results and the reconciliation to the closest comparable U.S. GAAP measures, provide a more complete understanding of our business than could be obtained absent this disclosure. We use the non-GAAP financial measures, together with U.S. GAAP financial measures, such as net sales, gross profit margins and cash flow from operations, to assess our historical and prospective operating performance, to provide meaningful comparisons of operating performance across periods, to enhance our understanding of our operating performance and to compare our performance to that of our peers and competitors.

Adjusted EBITDA is also an important component of internal budgeting and setting management compensation.

The non-GAAP financial measures are presented here because we believe they are useful to investors in assessing the operating performance of our business without the effect of non-cash items, and other items as detailed below. The non-GAAP financial measures should not be considered in isolation or as alternatives to net loss, income from operations or any other measure of financial performance calculated and prescribed in accordance with U.S. GAAP. Neither EBITDA nor Adjusted EBITDA should be considered a measure of discretionary cash available to us to invest in the growth of our business. Our non-GAAP financial measures may not be comparable to similarly titled measures in other organizations because other organizations may not calculate non-GAAP financial measures in the same manner as we do.

Our presentation of the non-GAAP financial measures should not be construed as an inference that our future results will be unaffected by the expenses that are excluded from that term or by unusual or non-recurring items. We recognize that the non-GAAP financial measures have limitations as analytical financial measures. For example, the non-GAAP financial measures do not reflect:

- our capital expenditures or future requirements for capital expenditures;
- the interest expense, or the cash requirements necessary to service interest expense or principal payments, associated with indebtedness;
- depreciation and amortization, which are non-cash charges, although the assets being depreciated and amortized will likely have to be replaced in the future, nor any cash requirements for such replacements; and
- changes in or cash requirements for our working capital needs.

Additionally, Adjusted EBITDA excludes (i) non-cash share-based compensation expense, which is and will remain a key element of our overall long-term incentive compensation package, and (ii) certain costs essential to our sales growth and strategy, including an allowance for marketing expenses for each new store added to our network and non-capitalizable freight costs associated with Freshpet Fridge replacements. Adjusted EBITDA also excludes certain cash charges resulting from matters we consider not to be indicative of our ongoing operations. Other companies in our industry may calculate the non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

The following table provides a reconciliation of EBITDA and Adjusted EBITDA to net loss, the most directly comparable financial measure presented in accordance with U.S. GAAP:

	Three Months Ended	
	March 31,	
	2019	2018
	(Dollars in thousands)	
Net Loss	\$ (3,422)	\$ (3,521)
Depreciation and amortization	3,720	3,334
Interest expense	103	69
Income tax expense	19	19
EBITDA	\$ 420	\$ (99)
Loss on disposal of equipment	8	28
Non-cash share-based compensation	1,200	1,092
Launch expense (b)	1,123	653
Secondary offering expenses (b)	34	—
Litigation expense (c)	—	135
Adjusted EBITDA	\$ 2,785	\$ 1,809
Adjusted EBITDA as a % of Net Sales	5.1%	4.2%

- (a) Represents new store marketing allowance of \$1,000 for each store added to our distribution network, as well as the non-capitalized freight costs associated with Freshpet Fridge replacements. The expense enhances the overall marketing spend to support our growing distribution network.
- (b) Represents fees associated with a secondary public offering of our common stock.
- (c) Represents fees associated with two securities lawsuits.
- (d)

The following table provides a reconciliation of Adjusted Gross Profit to Gross Profit, the most directly comparable financial measure presented in accordance with U.S. GAAP:

	Three Months Ended March 31,	
	2019	2018
	(Dollars in thousands)	
Gross Profit	\$ 25,915	\$ 20,128
Depreciation expense (a)	1,566	1,491
Non-cash share-based compensation (b)	148	64
Adjusted Gross Profit	\$ 27,629	\$ 21,683
Adjusted Gross Profit as a % of Net Sales	50.4%	50.2%

- (a) Represents depreciation and amortization expense included in cost of goods sold.
(b) Represents non-cash share-based compensation expense included in cost of goods sold.

The following table provides a reconciliation of Adjusted SG&A Expenses to SG&A Expenses, the most directly comparable financial measure presented in accordance with U.S. GAAP:

	Three Months Ended March 31,	
	2019	2018
	(Dollars in thousands)	
SG&A expenses	\$ 29,232	\$ 23,538
Depreciation and amortization expense (a)	2,154	1,843
Non-cash share-based compensation (b)	1,052	1,028
Launch expense (c)	1,123	653
Secondary offering expenses (d)	34	—
Litigation expense (e)	—	135
Adjusted SG&A Expenses	\$ 24,869	\$ 19,879
Adjusted SG&A Expenses as a % of Net Sales	45.4%	46.0%

- (a) Represents non-cash depreciation expense included in SG&A.
(b) Represents non-cash share-based compensation expense included in SG&A.
(c) Represents new store marketing allowance of \$1,000 for each store added to our distribution network, as well as the non-capitalized freight costs associated with Freshpet Fridge replacements. The expense enhances the overall marketing spend to support our growing distribution network.
(d) Represents fees associated with a secondary public offering of our common stock.
(e) Represents fees associated with two securities lawsuits.

Liquidity and Capital Resources

Developing our business will require significant capital in the future. To meet our capital needs, we expect to rely on our current and future cash flow from operations and our current available borrowing capacity. Our ability to obtain additional funding will be subject to various factors, including general market conditions, our operating performance, the market's perception of our growth potential, lender sentiment and our ability to incur additional debt in compliance with other contractual restrictions, such as financial covenants under our debt agreements.

Additionally, our ability to make payments on, and to refinance, any indebtedness under our Credit Facilities and to fund any necessary expenditures for our growth will depend on our ability to generate cash in the future. If our business does not achieve the levels of profitability or generate the amount of cash that we anticipate or if we expand faster than anticipated, we may need to seek additional debt or equity financing to operate and expand our business. Future third-party financing may not be available on favorable terms or at all.

Our primary cash needs are for ingredients, purchases and operating expenses, marketing expenses and capital expenditures to procure Freshpet Fridges and expand and improve our manufacturing plant to support our net sales

growth. Over the next two years we also expect to invest approximately \$100 million in capital expenditures to expand our plant capacity and increase distribution. We believe that cash and cash equivalents, expected cash flow from operations and planned borrowing capacity are adequate to fund debt service requirements, operating lease obligations, capital expenditures and working capital obligations for the foreseeable future. However, our ability to continue to meet these requirements and obligations will depend on, among other things, our ability to achieve anticipated levels of revenue and cash flow from operations and our ability to manage costs and working capital successfully. Additionally, our cash flow generation ability is subject to general economic, financial, competitive, legislative and regulatory factors and other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations in an amount sufficient to enable us to fund our liquidity needs. Further, our capital requirements may vary materially from those currently planned if, for example, our revenues do not reach expected levels, or we have to incur unforeseen capital expenditures and make investments to maintain our competitive position. If this is the case, we may seek alternative financing, such as selling additional debt or equity securities, and we cannot assure you that we will be able to do so on favorable terms, if at all. Moreover, if we issue new debt securities, the debt holders would have rights senior to common stockholders to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. If we issue additional equity or convertible debt securities, existing stockholders may experience dilution, and such new securities could have rights senior to those of our common stock. These factors may make the timing, amount, terms and conditions of additional financings unattractive. Our inability to raise capital could impede our growth or otherwise require us to forego growth opportunities and could materially adversely affect our business, financial condition and results of operations.

The following table sets forth, for the periods indicated, our working capital:

	March 31,	December 31,
	2019	2018
	(Dollars in thousands)	
Cash and cash equivalents	3,761	7,554
Accounts receivable, net of allowance for doubtful accounts	15,558	12,327
Inventories, net	11,109	9,317
Prepaid expenses	2,400	1,078
Other current assets	289	682
Accounts payable	(11,335)	(9,166)
Accrued expenses	(8,218)	(9,051)
Accrued lease liabilities	(986)	—
Borrowings under Credit Facilities	(10,000)	—
Total Working Capital	<u>\$ 2,578</u>	<u>\$ 12,741</u>

Working capital consists of current assets net of current liabilities. Working capital decreased \$10.1 million to \$2.6 million at March 31, 2019 compared with \$12.7 million at December 31, 2018. The decrease was a result of a decrease in cash, net of debt, and an increase in accounts payable, offset by an increase in accounts receivable and inventory.

We normally carry three to four weeks of finished goods inventory. The average duration of our accounts receivable is approximately three weeks.

As of March 31, 2019, our capital resources consisted primarily of \$3.7 million cash on hand and \$20 million available under our Credit Facilities.

We expect to fund our ongoing operations and obligations with cash and cash equivalents on hand, cash flow from operations and available funds under our Credit Facilities.

The following table sets forth, for the periods indicated, our beginning balance of cash, net cash flows provided by (or used in) operating, investing and financing activities and our ending balance of cash.

	Three Months Ended March 31,	
	2019	2018
	(Dollars in thousands)	
Cash at the beginning of period	\$ 7,554	\$ 2,184
Net cash used in operating activities	(4,457)	(226)
Net cash used in investing activities	(10,454)	(4,973)
Net cash provided by financing activities	11,118	6,054
Cash at the end of period	<u>\$ 3,761</u>	<u>\$ 3,039</u>

Net Cash Used in Operating Activities

Cash used in operating activities consists primarily of net income adjusted for certain non-cash items (i.e. provision for loss on receivables, loss on disposal of equipment, change in reserve for inventory obsolescence, depreciation and amortization, amortization of deferred financing costs and loan discount, and share-based compensation).

For the three months ended March 31, 2019, net cash used in operating activities of \$4.5 million was primarily attributed to:

- \$5.8 million increase in working capital mainly due to \$7.5 million increase in assets, a result of an increase in inventory, accounts receivable, prepaid expenses and other current assets, offset by an increase in liabilities of \$1.5 million, mainly a result of an increase in accounts payable and timing of payments related to compensation.
- \$0.2 increase in other lease liabilities.

This was partially offset by:

- \$1.5 million of net income, adjusted for reconciling non-cash items, which excludes \$5.0 million primarily related to \$1.2 million of share-based compensation and \$3.7 million of depreciation and amortization.

For the three months ended March 31, 2018, net cash used in operating activities of \$0.2 million was primarily attributed to:

- \$1.2 million decrease related to change in operating assets and liabilities related to a net decrease in liabilities of \$2.6 million. The decrease in liabilities was mainly a result of result of timing of payments related to compensation that was partially offset by a \$1.4 million decrease in assets, which was the result of a decrease in inventory, accounts receivable, prepaid expenses and other current assets.

This was partially offset by:

- \$1.0 million of net income, adjusted for reconciling non-cash items, which excludes \$4.5 million of non-cash items primarily relating to \$1.1 million of share-based compensation and \$3.4 million of depreciation and amortization.

Net Cash Used in Investing Activities

Net cash used in investing activities of \$10.5 million for the three months ended March 31, 2019, was primarily related to:

- \$6.0 million in capital expenditures for Freshpet Kitchens, of which \$4.9 million relates to the Freshpet Kitchens expansion and \$1.1 million relates to recurring capital expenditures.
- \$4.5 million in capital expenditures relates to investment in fridges and other capital spend.

Net cash used in investing activities of \$5.0 million for the three months ended March 31, 2018, was primarily related to:

- \$1.6 million in capital expenditures for Freshpet Kitchens of which \$0.3 million relates to the Freshpet Kitchens expansion and \$1.3 million relates to recurring capital expenditures.
- \$3.4 million in capital expenditures related to investment in fridges and other capital spend.

Net Cash Provided by Financing Activities

Net cash provided by financing activities was \$11.1 million for the three months ended March 31, 2019, attributable to:

- \$10.0 million of proceeds from borrowings under our Credit Facilities.
- \$1.8 million cash proceeds from the exercise of stock options.

Primarily offset by:

- \$0.7 million for tax withholdings related to net share settlements of restricted stock units.

Net cash provided by financing activities was \$6.1 million for the three months ended March 31, 2018, attributable to

- \$6.0 million proceeds from borrowings under our Credit Facilities.
- \$0.1 million cash proceeds from the exercise of stock options.

Indebtedness

During the third quarter of 2017, we amended our Credit Facilities to replace our Term Facility and Capex Commitments of \$30.0 million and \$10.0 million Revolving Facility with a straight \$30.0 million revolver (the "New Revolving Facility") and the ability to increase the New Revolving Facility by an additional \$10.0 million. The New Revolving Facility is scheduled to mature in September 2020 and borrowings thereunder accrue interest at variable rates depending on the Company's election, either at a base rate or at the London Interbank Offered Rate ("LIBOR"), in each case, plus an applicable margin. Subject to the Company's leverage ratio, the applicable margin varies between 0.75% and 1.25% for base rate loans and 1.75% and 2.25% for LIBOR loans. The amendment resulted in a reduction in the unused rate of between 25 and 75 basis points and a reduction in the total rate of between 200 and 250 basis points.

Borrowings under our New Revolving Facility totaled \$10.0 million for the three months ended March 31, 2019. The Company had \$10.0 million in debt outstanding under the Credit Facilities as of March 31, 2019. There was no debt outstanding as of March 31, 2018.

Interest expense and fees totaled \$0.1 million for the three months ended March 31, 2019 and less than \$0.1 for the three months ended March 31, 2018. There was less than \$0.1 million of accrued interest on the Credit Facilities as of March 31, 2019.

Contractual Obligations

There were no material changes to our commitments under contractual obligations, as disclosed in our latest Annual Report Form 10-K.

Off Balance Sheet Arrangements

We have no off balance sheet arrangements or any holdings in variable interest entities.

Critical Accounting Policies and Significant Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the revenue and expenses incurred during the reported periods. On an ongoing basis, we evaluate our estimates and judgments, including those related to accrued expenses and share-based compensation. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not apparent from other sources. Changes in estimates are reflected in reported results for the period in which they become known. Actual results may differ from these estimates under different assumptions or conditions.

With the exception of our newly adopted standards around revenue recognition and lease accounting, there have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our latest Annual Report Form 10-K.

Recent Accounting Pronouncements

Recently Adopted Standards:

Leases:

For a discussion of the standard on leases, adopted in the first quarter of 2019, see Note 2 (Recently Issued Accounting Standards) and Note 7 (Leases) to our consolidated financial statements included in this report.

Standards Effective in Future Years:

We consider the applicability and impact of all Accounting Standards Updates (ASUs) issued by the Financial Accounting Standards Board (FASB). ASUs not listed herein below were assessed and determined to be either not applicable or are expected to have minimal impact on our consolidated results of operations, financial position and cash flows (consolidated financial statements).

Item 3. Quantitative and Qualitative Disclosures About Market Risks

Interest Rate Risk

We are sometimes exposed to market risks from changes in interest rates on debt and changes in commodity prices. Our exposure to interest rate fluctuations is limited to our outstanding indebtedness under our credit agreements, which bears interest at variable rates. As of March 31, 2019, we had \$10.0 million outstanding under our Credit Facilities. A change in interest rates of 100 basis points would cause a \$0.1 million increase or decrease in annual interest expense.

Commodity Price Risk

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. In many cases, we believe we will be able to address material commodity cost increases by either increasing prices or reducing operating expenses. However, increases in commodity prices, without adjustments to pricing or reduction to operating expenses, could increase our operating costs as a percentage of our net sales.

Foreign Exchange Rates

Fluctuations in the currencies of countries where the Company operates outside the U.S. may have a significant impact on financial results. The Company is exposed to movements in the British pound sterling and Euro. The Statements of Financial Position of non-U.S. business units are translated into U.S. dollars using period-end exchange rates for assets and liabilities and weighted-average exchange rates for revenues and expenses. The percentage of consolidated revenue for the three months ended March 31, 2019 recognized in Europe was approximately 1%.

The Company may, from time to time enter into forward exchange contracts to reduce the Company's exposure to foreign currency fluctuations of certain assets and liabilities denominated in foreign currencies. Historically, the foreign currency forward contracts have not been designated as hedges and, accordingly, any changes in their fair value are recognized on the Consolidated Statements of Operations and Comprehensive Income (Loss) in Other expenses, net, and carried at their fair value in the Consolidated Balance Sheet with gains reported in Prepaid expenses and other current assets and losses reported in Accrued expenses. As of March 31, 2019, there were no forward contracts outstanding.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of such date our disclosure controls and procedures were effective.

Changes in Internal Control

We implemented certain controls related to the adoption of FASB ASC Topic 842, *Leases*, effective January 1, 2019. These controls were designed and implemented to ensure the completeness and accuracy over financial reporting. With the exception of the controls implemented for FASB ASC Topic 842, there were no changes in our internal control over financial reporting in the three month period ended March 31, 2019, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

A securities lawsuit, *Curran v. Freshpet, Inc. et al*, Docket No. 2:16-cv-02263, was instituted on April 21, 2016 in the United States District Court for the District of New Jersey against us and certain of our current and former executive officers and directors on behalf of certain purchasers of our common stock. We were served with a copy of the complaint in June 2016. The plaintiffs seek to recover damages for investors under the federal securities laws. Plaintiffs have filed a motion for class certification. Freshpet has filed an opposition to the plaintiffs' motion for class certification and requested an evidentiary hearing on the motion. Fact discovery is completed, but expert discovery and certain discovery related disputes are ongoing. The Company believes that the plaintiffs' allegations are without merit and intends to vigorously defend against the claims. Because the Company is in the early stages of litigation, the Company is unable to estimate a reasonably possible range of loss, if any, that may result from this matter.

A securities lawsuit, *Meldon v. Freshpet, Inc. et al*, Docket No. 2:18-cv-10166, was instituted on June 5, 2018 in the United States District Court for the District of New Jersey against us and certain of our current and former executive officers and directors on behalf of certain holders of our common stock. We were served with a copy of the complaint in June 2018. The plaintiffs seek to recover damages for investors under the federal securities laws. On June 21, 2018, we were granted a motion to stay the Meldon case. On April 3, 2019, we were granted an extension of the stay pending (i) the close of expert discovery in the Curran action described in the preceding paragraph or (ii) the dismissal with prejudice of the Curran action. The Company believes that the plaintiffs' allegations are without merit and intends to vigorously defend against the claims. Because the Company is in the early stages of litigation, the Company is unable to estimate a reasonably possible range of loss, if any, that may result from this matter.

In addition, we are currently involved in various claims and legal actions that arise in the ordinary course of our business, including claims resulting from employment related matters. None of these claims or proceedings, most of which are covered by insurance, are expected to have a material adverse effect on our business, financial condition, results of operations or cash flows. However, a significant increase in the number of these claims or an increase in amounts owing under successful claims could materially and adversely affect our business, financial condition, results of operations or cash flows.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2018.

Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
EX-101.INS	XBRL Instance Document
EX-101.SCH	XBRL Schema Documents
EX-101.CAL	XBRL Calculation Linkbase Document
EX-101.LAB	XBRL Labels Linkbase Document
EX-101.PRE	XBRL Presentation Linkbase Document
EX-101.DEF	XBRL Definition Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 7, 2019

FRESHPET, INC.

/s/ William B. Cyr
William B. Cyr
Chief Executive Officer
(Principal Executive Officer)

/s/ Richard Kassar
Richard Kassar
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATIONS

I, William B. Cyr, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Freshpet, Inc.;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the
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audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ William B. Cyr
William B. Cyr
Chief Executive Officer

CERTIFICATIONS

I, Richard Kassar, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Freshpet, Inc.;
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the
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audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2019

/s/ Richard Kassar
Richard Kassar
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO § 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q of Freshpet, Inc., a Delaware corporation (the "Company"), for the quarter ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Date: May 7, 2019

/s/ William B. Cyr
William B. Cyr
Chief Executive Officer

/s/ Richard Kassar
Richard Kassar
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.