

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* KAYNE RICHARD A			2. Issuer Name and Ticker or Trading Symbol Freshpet, Inc. [FRPT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2014			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
1800 AVENUE OF THE STARS, 3RD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) LOS ANGELES CA 90067								
(City) (State) (Zip)								

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	11/13/2014		C		936,471	A	\$7.1	6,293,255	I	See ⁽¹⁾
Common Stock	11/13/2014		C		230,952	A	\$7.1	230,952	I	By Richard and Suzanne Kayne Living Trust u/t/d 1/14/99
Series B Preferred Stock	11/13/2014		J ⁽²⁾		112,160	D	\$312.05	0	I	See ⁽¹⁾

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	Title	Amount or Number of Shares				
Series C Preferred Stock	\$7.1	11/13/2014		J ⁽³⁾		2,875		(4)	(4)	Common Stock	2,126	\$0.00	311,780	I	By Richard and Suzanne Kayne Living Trust u/t/d 1/14/99
Series C Preferred Stock	\$7.1	11/13/2014		C		311,780		(4)	(4)	Common Stock	230,592	\$0.00	0	I	By Richard and Suzanne Kayne Living Trust u/t/d 1/14/99
Series C Preferred Stock	\$7.1	11/13/2014		C		1,266,186		(4)	(4)	Common Stock	936,471	\$0.00	0	I	See ⁽¹⁾

Explanation of Responses:

- Such shares are owned by Freshpet Investors LLC. Kayne Anderson Capital Advisors L.P. is a managing member of Freshpet Investors LLC and shares voting and investment power over such shares held by Freshpet Investors LLC. Richard Kayne is the managing partner of Kayne Anderson Capital Advisors L.P. Mr. Kayne disclaims beneficial ownership of all shares held or controlled by Freshpet Investors LLC except to the extent of his pecuniary interest therein.
- The Issuer redeemed all of its outstanding shares of its Series B Preferred Stock immediately following the consummation of its initial public offering.
- 2,875 shares of Series C Preferred Stock (convertible into 2,126 shares of Common Stock) were received as fees under the Amended and Restated Fee and Reimbursement Agreement, dated as of April 15, 2013, as amended (the "Fee and Reimbursement Agreement"). Pursuant to the Fee and Reimbursement Agreement, the Issuer paid each guarantor a contingent fee equal to 10% per annum of the amount each guarantor committed to guarantee. The number of shares of Series C Preferred Stock issuable in respect of the Reporting Person's guarantee accrued until November 13, 2014, the date the guarantee was terminated.
- The Series C Preferred Stock was 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 was 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 was adjusted for a 1-for-0.7396 stock split.

Remarks:

/s/ Richard Kassir, as Attorney-in-fact for the Reporting Person 11/17/2014

** 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 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.

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