

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>MIDOCEAN ASSOCIATES SPC</b>  (Last) (First) (Middle) <b>C/O MIDOCEAN PARTNERS</b> <b>320 PARK AVE, SUITE 1600</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Freshpet, Inc. [ FRPT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/16/2014</b>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**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 <sup>(1)(2)</sup>	12/16/2014		A		2,500	A	\$0.00	8,691,000	I	See <sup>(1)(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
**MIDOCEAN ASSOCIATES SPC**  
 (Last) (First) (Middle)  
**C/O MIDOCEAN PARTNERS**  
**320 PARK AVE, SUITE 1600**  
 (Street)  
**NEW YORK NY 10022**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**VIRTUE J EDWARD**  
 (Last) (First) (Middle)  
**C/O MIDOCEAN PARTNERS**  
**320 PARK AVE, SUITE 1600**  
 (Street)  
**NEW YORK NY 10022**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**ULTRAMAR CAPITAL LTD**  
 (Last) (First) (Middle)  
**C/O MIDOCEAN PARTNERS**

320 PARK AVE, SUITE 1600

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

MIDOCEAN PARTNERS III L P

(Last)

(First)

(Middle)

C/O MIDOCEAN PARTNERS

320 PARK AVE, SUITE 1600

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

MIDOCEAN PARTNERS III-A L P

(Last)

(First)

(Middle)

C/O MIDOCEAN PARTNERS

320 PARK AVE, SUITE 1600

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

MIDOCEAN PARTNERS III-D L P

(Last)

(First)

(Middle)

C/O MIDOCEAN PARTNERS

320 PARK AVE, SUITE 1600

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

MidOcean US Advisor, L.P.

(Last)

(First)

(Middle)

C/O MIDOCEAN PARTNERS

320 PARK AVE, SUITE 1600

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. 5,373,530 shares of Common Stock are held by MidOcean Partners III, L.P., 2,856,777 shares of Common Stock are held by MidOcean Partners III-A, L.P. and 458,193 shares of Common Stock are held by MidOcean Partners III-D, L.P. (collectively, the "MidOcean Entities"). MidOcean Associates, SPC by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III ("Associates") is the General Partner of each of the MidOcean Entities. MidOcean US Advisor, L.P. ("US Advisor") provides investment advisory services to each of the MidOcean Entities and Associates, and received 2,500 shares of restricted Common Stock that were awarded to US Advisor under the Issuer's 2014 Omnibus Incentive Plan for director services provided by Jonathan Marlow,

2. (Continued from footnote 1) an employee of MidOcean Partners, and vest on the first anniversary of the grant date, subject to the continued service of Jonathan Marlow (or another appointee of MidOcean Partners) on the Board of Directors of the Issuer at such date. J. Edward Virtue indirectly controls the shares of common stock held by the MidOcean Entities and the restricted Common Stock held by US Advisor. Accordingly, Associates, US Advisor and Mr. Virtue may be deemed to have beneficial ownership of the shares of common stock held by the MidOcean Entities and Mr. Virtue may be deemed to have beneficial ownership of the shares of restricted Common Stock held by US Advisor. Each of Associates, US Advisor and Mr. Virtue disclaim beneficial ownership of the shares owned of record by any other person or entity except to the extent of their pecuniary interest therein.

**Remarks:**

MIDOCEAN ASSOCIATES,  
SPC, by and on behalf of its  
Segregated Portfolio,  
MidOcean Partners Segregated 12/18/2014  
Portfolio III, /s/ J. Edward  
Virtue, By: J. Edward Virtue,  
Title: Managing Director

<u>MIDOCEAN PARTNERS III, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director</u>	<u>12/18/2014</u>
<u>MIDOCEAN PARTNERS III-A, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director</u>	<u>12/18/2014</u>
<u>MIDOCEAN PARTNERS III-D, L.P., By: MidOcean Associates, SPC, by and on behalf of its Segregated Portfolio, MidOcean Partners Segregated Portfolio III, its general partner, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Managing Director</u>	<u>12/18/2014</u>
<u>MIDOCEAN US ADVISOR, L.P., /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Chief Executive Officer</u>	<u>12/18/2014</u>
<u>ULTRAMAR CAPITAL LTD, /s/ J. Edward Virtue, By: J. Edward Virtue, Title: Chief Executive Officer</u>	<u>12/18/2014</u>
<u>J. EDWARD VIRTUE, /s/ J. Edward Virtue</u>	<u>12/18/2014</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**