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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2025

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)	**20-1884894** (I.R.S. Employer Identification No.)
1450 US-206, Bedminster, New Jersey (Address of principal executive offices)	**07921** (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, every Interactive Data File required to be submitted 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, a 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 August 1, 2025 the registrant had 48,779,873 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. 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," "target," "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 meet our sustainability targets, goals, and commitments, including due to the impact of climate change;
- changes in global and domestic economic and business conditions, and financial market conditions, such as continued inflation, interest rate increases, tariffs, trade wars, recession, government or regulator shutdowns or defunding, regulatory delays or uncertainty, supply chain disruptions or agricultural labor shortages;
- changes in global trade policy, including imposing tariffs on certain goods imported into the United States of America. Any continued changes in global trade policy could trigger additional retaliatory actions by affected countries, resulting in "trade wars" which may lead to reduced economic activity, increased costs, reduced demand and changes in purchasing behaviors for some or all of our products, or other potentially adverse economic outcomes;
- the impact of various worldwide or macroeconomic events, such as the ongoing conflict between Russia and Ukraine, and the continued effects of conflict in the middle east, on U.S. and global economics, our employees, suppliers, customers and end consumers, which could adversely and materially impact our business, financial condition and results of operations;
- our ability to successfully implement our growth strategy, including related to implementing our marketing strategy and continuing to build our capacity to meet demand, such as through the timely expansion of certain of our Freshpet Kitchens (collectively, our Freshpet Kitchens Bethlehem, Freshpet Kitchens South and Freshpet Kitchens Ennis);
- the ability of our distributors to facilitate sales;
- the impact of consumer uncertainty on pet adoption and new customer acquisition rates;
- our ability to successfully implement new processes and systems as we continue to improve our Enterprise Resource Planning ("ERP");
- our ability to timely complete the construction at our Freshpet Kitchens Ennis and achieve the anticipated benefits therefrom;
- 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 or supplier;
- 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 ability to match our manufacturing capacity with demand;
- 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 or those of our suppliers;

- sustained disruptions within the agriculture industry, including diseases affecting livestock (such as highly pathogenic avian influenza ("HPAI")), or agricultural labor shortages, including as a result of U.S. immigration policy;
- 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, including those effects caused by sustained inflation;
- our ability to manage our supply chain effectively;
- global or local pandemics and epidemics;
- the failure of our information technology systems to perform adequately, including as a result of any interruptions, intrusions, cyber attacks or physical or electronic security breaches of such systems;
- actions of activist stockholders;
- volatility in the price of our common stock; and
- other factors discussed under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this report and the headings "Risk Factors," "Business," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024.

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. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under "Risk Factors" and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this report. 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. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

FRESHPET, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands, except per share data)

	June 30, 2025	December 31, 2024
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 243,684	$ 268,633
Accounts receivable, net of allowance for doubtful accounts	60,375	68,419
Inventories, net	90,583	80,794
Prepaid expenses	10,702	16,026
Other current assets	3,833	3,126
Total Current Assets	409,177	436,998
Property, plant and equipment, net	1,101,367	1,065,869
Deposits on equipment	450	1,047
Operating lease right of use assets	67,505	3,366
Long term investment in equity securities	33,446	33,446
Other assets	35,549	34,152
Total Assets	$ 1,647,494	$ 1,574,878
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 42,817	$ 39,164
Accrued expenses	37,872	56,263
Current operating lease liabilities	2,074	1,322
Current finance lease liabilities	2,218	2,120
Total Current Liabilities	$ 84,981	$ 98,869
Convertible senior notes	396,237	395,163
Long term operating lease liabilities	65,655	2,213
Long term finance lease liabilities	28,967	23,273
Total Liabilities	$ 575,840	$ 519,518
Commitments and contingencies	—	—
STOCKHOLDERS' EQUITY:		
Common stock — voting, $0.001 par value, 200,000 shares authorized, 48,792 issued and 48,778 outstanding on June 30, 2025, and 48,716 issued and 48,702 outstanding on December 31, 2024	49	49
Additional paid-in capital	1,350,344	1,338,160
Accumulated deficit	(278,147)	(281,806)
Accumulated other comprehensive loss	(336)	(787)
Treasury stock, at cost — 14 shares on June 30, 2025 and on December 31, 2024	(256)	(256)
Total Stockholders' Equity	1,071,654	1,055,360
Total Liabilities and Stockholders' Equity	$ 1,647,494	$ 1,574,878

See accompanying notes to the unaudited condensed consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited, in thousands, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
NET SALES	$ 264,689	$ 235,253	$ 527,938	$ 459,102
COST OF GOODS SOLD	156,499	141,301	315,960	276,992
GROSS PROFIT	108,190	93,952	211,978	182,110
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES	90,386	95,702	205,671	175,396
INCOME (LOSS) FROM OPERATIONS	17,804	(1,750)	6,307	6,714
OTHER (EXPENSES) INCOME:				
Interest and Other Income, net	2,199	2,861	4,592	6,195
Interest Expense	(3,749)	(2,751)	(7,208)	(5,811)
Gain on Equity Investment	—	—	—	9,918
	(1,550)	110	(2,616)	10,302
INCOME (LOSS) BEFORE INCOME TAXES	16,254	(1,640)	3,691	17,016
INCOME TAX (BENEFIT) EXPENSE	(102)	54	32	108
INCOME (LOSS) ATTRIBUTABLE TO COMMON STOCKHOLDERS	$ 16,356	$ (1,694)	$ 3,659	$ 16,908
OTHER COMPREHENSIVE INCOME (LOSS):				
Change in foreign currency translation	$ 240	$ (79)	$ 451	$ (197)
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	240	(79)	451	(197)
TOTAL COMPREHENSIVE INCOME (LOSS)	$ 16,596	$ (1,773)	$ 4,110	$ 16,711
NET INCOME (LOSS) PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS				
-BASIC	$ 0.34	$ (0.03)	$ 0.08	$ 0.35
-DILUTED	$ 0.33	$ (0.03)	$ 0.07	$ 0.34
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING				
-BASIC	48,778	48,461	48,755	48,400
-DILUTED	50,198	48,461	50,256	50,154

See accompanying notes to the unaudited condensed consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited, in thousands)

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Treasury Shares	Treasury Stock	Total Stockholders' Equity
BALANCES, March 31, 2025	48,788	$ 49	$ 1,344,775	$ (294,503)	$ (576)	14	$ (256)	$ 1,049,489
Exercise of options to purchase common stock	3	—	30	—	—	—	—	30
Vesting of restricted stock units	1	—	(244)	—	—	—	—	(244)
Share-based compensation expense	—	—	5,783	—	—	—	—	5,783
Foreign currency translation	—	—	—	—	240	—	—	240
Net income	—	—	—	16,356	—	—	—	16,356
BALANCES, June 30, 2025	48,792	$ 49	$ 1,350,344	$ (278,147)	$ (336)	14	$ (256)	$ 1,071,654

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Treasury Shares	Treasury Stock	Total Stockholders' Equity
BALANCES, March 31, 2024	48,449	$ 48	$ 1,288,890	$ (310,129)	$ (709)	14	$ (256)	$ 977,844
Exercise of options to purchase common stock	40	—	1,381	—	—	—	—	1,381
Vesting of restricted stock units	4	—	(77)	—	—	—	—	(77)
Share-based compensation expense	—	—	18,429	—	—	—	—	18,429
Foreign currency translation	—	—	—	—	(79)	—	—	(79)
Net loss	—	—	—	(1,694)	—	—	—	(1,694)
BALANCES, June 30, 2024	48,493	48	$ 1,308,623	$ (311,823)	$ (788)	14	$ (256)	$ 995,804

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Treasury Shares	Treasury Stock	Total Stockholders' Equity
BALANCES, December 31, 2024	48,716	$ 49	$ 1,338,160	$ (281,806)	$ (787)	14	$ (256)	$ 1,055,360
Exercise of options to purchase common stock	7	—	187	—	—	—	—	187
Vesting of restricted stock units	69	—	(3,162)	—	—	—	—	(3,162)
Share-based compensation expense	—	—	15,159	—	—	—	—	15,159
Foreign currency translation	—	—	—	—	451	—	—	451
Net income	—	—	—	3,659	—	—	—	3,659
BALANCES, June 30, 2025	48,792	$ 49	$ 1,350,344	$ (278,147)	$ (336)	14	$ (256)	$ 1,071,654

	Common Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Treasury Shares	Treasury Stock	Total Stockholders' Equity
BALANCES, December 31, 2023	48,277	$ 48	$ 1,282,984	$ (328,731)	$ (591)	14	$ (256)	$ 953,454
Exercise of options to purchase common stock	145	—	4,196	—	—	—	—	4,196
Vesting of restricted stock units	71	—	(2,159)	—	—	—	—	(2,159)
Share-based compensation expense	—	—	23,602	—	—	—	—	23,602
Foreign currency translation	—	—	—	—	(197)	—	—	(197)
Net income	—	—	—	16,908	—	—	—	16,908
BALANCES, June 30, 2024	48,493	$ 48	$ 1,308,623	$ (311,823)	$ (788)	14	$ (256)	$ 995,804

See accompanying notes to the unaudited condensed consolidated financial statements.

FRESHPET, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	For the Six Months Ended June 30, 2025	For the Six Months Ended June 30, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 3,659	$ 16,908
Adjustments to reconcile net income to net cash flows provided by operating activities:		
Provision for loss on accounts receivable	11,452	13
Loss on disposal of property, plant and equipment	1,229	286
Share-based compensation	15,037	25,755
Inventory obsolescence	—	699
Depreciation and amortization	42,436	33,324
Amortization of deferred financing costs	1,074	1,035
Change in operating lease right of use asset	727	766
Gain on equity investment	—	(9,918)
Changes in operating assets and liabilities:		
Accounts receivable	(3,208)	(11,407)
Inventories	(9,400)	(8,685)
Prepaid expenses and other current assets	(3,913)	(3,968)
Other assets	(3,060)	(1,240)
Accounts payable	2,291	(981)
Accrued expenses	(18,958)	6,069
Operating lease liability	(673)	(837)
Net cash flows provided by operating activities	38,693	47,819
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisitions of property, plant and equipment, software and deposits on equipment	(59,932)	(94,795)
Net cash flows used in investing activities	(59,932)	(94,795)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Tax withholdings related to net shares settlements of restricted stock units	(2,860)	(1,440)
Principal payments under finance lease obligations	(1,037)	(952)
Proceeds from exercise of options to purchase common stock	187	4,196
Net cash flows (used in) provided by financing activities	(3,710)	1,804
NET CHANGE IN CASH AND CASH EQUIVALENTS	(24,949)	(45,172)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	268,633	296,871
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 243,684	$ 251,699
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid, net of amounts capitalized	$ 5,992	$ 7,165
Operating right-of-use assets obtained in exchange for lease obligations	$ 64,866	$ —
NON-CASH FINANCING AND INVESTING ACTIVITIES:		
Property, plant and equipment and software purchases in accounts payable and accrued expenses	$ 9,057	$ 14,493
Non-cash addition of finance lease to property, plant and equipment	$ 7,236	$ —
Tax withholdings related to net shares settlements of restricted stock units in accrued expenses	$ 301	$ 719

See accompanying notes to the unaudited condensed consolidated financial statements.

Note 1 – Summary of Significant Accounting Policies:

Nature of the Business – Freshpet, Inc. (hereafter referred to as “Freshpet”, the “Company”, “we,” "us" 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, Canada and other international markets, into major retail classes including Grocery, Mass, International, Digital, Pet Specialty, and Club.

Basis of Presentation – The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”). The unaudited condensed 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 condensed 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 (the “SEC”). In the opinion of management, the interim unaudited financial statements reflect all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of the Company’s financial position as of June 30, 2025, the results of its operations and changes to stockholders’ equity for the three and six months ended June 30, 2025 and 2024, and its cash flows for the six months ended June 30, 2025 and 2024. The results for the three and six months ended June 30, 2025, are not necessarily indicative of results to be expected for the year ending December 31, 2025, or any other interim periods, or any future year or period. All amounts included herein have been rounded except where otherwise stated. As figures are rounded, numbers presented throughout this document may not add up precisely to the totals we provide and percentages may not precisely reflect the absolute figures.

These unaudited condensed 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, 2024.

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. Estimates are used in determining, among other items, trade incentives, share-based compensation and useful lives for long-lived assets. Actual results, as determined at a later date, could differ from those estimates.

Segments – The Company has one operating and reportable segment, as the Company's chief operating decision maker, who is the Company's Chief Executive Officer, reviews financial information on a consolidated basis for purposes of allocating resources and evaluating financial performance.

The accounting policies of the segment are the same as those described herein, Note 1 – Summary of Significant Accounting Policies.

Investment in Unconsolidated Company – The Company utilizes the equity method to account for investments when the Company possesses the ability to exercise significant influence, but not control, over the operating and financial policies of the investee. The ability to exercise significant influence is presumed when an investor possesses more than 20% of the voting interests of the investee. This presumption may be overcome based on specific facts and circumstances that demonstrate that the ability to exercise significant influence is restricted.

In applying the equity method, the Company records the investment at cost and subsequently increases or decreases the carrying amount of the investment by its proportionate share of the net income or loss. The Company has elected to record its share of equity in income (losses) of equity method investment on a one-quarter lag based on the most recently available financial statements.

Through 2022**,** we invested a total of $31,200 in a privately held company that operates in our industry, with no additional investments thereafter. The Company concluded that it is not the primary beneficiary as it does not have the power to direct activities that most significantly impact economic performance. Prior to March 30, 2023*,* the Company accounted for the investment under the equity method of accounting based on its ability to exercise significant influence, based on its representation on and the makeup of the investee's Board of Directors.

On March 30, 2023*,* the Company no longer had representation on the investee's Board of Directors, and therefore determined that significant influence had been lost as of that date. As such, as of March 30, 2023*,* the Company stopped accounting for the investment as an equity method investment and began to account for the investment under Accounting Standards Codification (ASC) Topic 321 ("ASC 321"), *Investments - Equity Securities*. As of June 30, 2025, the Company's ability to exercise significant influence continues to be restricted as it no longer has, or the ability to obtain, board representation and it has no means of participation in any decision making processes as the privately held investee's Board of Directors is closely held.

Because the investee is a privately held company, there is not a means to obtain a readily determinable fair value of the entity. The Company follows ASC 321 using the measurement alternative to measure investments in investees that do not have readily determinable fair value and over which the Company does not have significant influence. Under ASC 321, the initial carrying value of the investment is equal to the previous carrying amount of the investment under the equity method. The carrying amount of the investment is subsequently adjusted for any impairment or adjustments resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer, if any. Dividends and distributions, if any, from the investee would be recognized in the period in which they are received and recorded in other income on the consolidated statement of operations.

The Company performs a qualitative assessment of whether the investment is impaired at each reporting date. If a qualitative assessment indicates that the investment is impaired, the Company estimates the investment’s fair value in accordance with the principles of ASC Topic 820 (“ASC 820”), *Fair Value Measurements and Disclosures.* If the fair value is less than the investment’s carrying value, the entity recognizes an impairment loss in earnings equal to the difference between the carrying value and fair value. On March 26, 2024, the investee completed an equity funding, which we concluded represented an orderly transaction for an identical equity security with no differences in rights and obligations. As a result, pursuant to the ASC 321 measurement alternative, we adjusted the carrying amount of our equity investment from $23,528 as of December 31, 2023 to $33,446 as of March 31, 2024, recognizing a gain of $9,918 in earnings for the year ended 2024, based on the observable transactional price of the identical equity security issued by the investee.

March 2023 Issuance of $402.5 million of 3.00% Convertible Senior Notes (the "Convertible Notes") - In conjunction with the issuance of the $402.5 million Convertible Notes in March 2023*,* the Company evaluated the debt instrument and its embedded features to determine if the contract or the embedded components of the contract qualified as a derivative that would be required to be separately accounted for in accordance with the relevant accounting literature.

The Company accounts for the Convertible Notes as a single liability measured at amortized cost. The Company uses the effective interest rate method to amortize the debt issuance costs to interest expense over the respective term of the Convertible Notes.

Leases – The Company is a lessee in noncancelable (1) operating leases, and (2) finance leases, which it accounts for in accordance with ASC Topic 842, *Leases*.

The Company determines if an arrangement is or contains a lease at contract inception. The Company recognizes a right of use asset and a lease liability at the lease commencement date. For both operating and finance leases, the right of use asset is initially 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; and the lease liability is initially measured at the present value of the unpaid lease payments at the lease commencement date.

The Company's leases do not provide an implicit rate; therefore, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future payments for those leases. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms in a similar economic environment.

Right of use assets for the operating and finance 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 right of use asset is impaired, and if so, the amount of the impairment loss to recognize. No such loss was recognized as of June 30, 2025.

The Company monitors for events or changes in circumstances that require a reassessment 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 right of use asset.

The Company has elected the practical expedient to combine lease and non-lease components when determining the right of use asset and lease liability for certain classes of leased assets, including office buildings, warehouse buildings and manufacturing equipment. This election has not been made for all other classes of leased assets. The Company has also elected to not recognize right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less. The Company recognizes the lease payments associated with its short-term leases as an expense on a straight-line basis over the lease term.

Income Taxes – The Company provides for deferred income taxes for temporary differences between financial and income tax reporting, principally net operating loss carryforwards, depreciation, and share-based compensation. Deferred tax assets and liabilities are measured using enacted tax rates in effects for the years in which those temporary differences are expected to be recovered or settled.

A valuation allowance is appropriate when management believes it is more likely than not (a probability level of more than 50%) that the deferred tax asset will not be realized. This evaluation utilizes the framework contained in ASC Topic 740, Income Taxes, pursuant to which management analyzed all positive and negative evidence available at the balance sheet date to determine whether all or some portion of the deferred tax assets will not be realized. At June 30, 2025 and December 31, 2024, the Company determined that a full valuation of its net deferred tax assets and liabilities was appropriate. Although we generated net income for the three and six months ended June 30, 2025, no federal income tax expense provision was recognized in the respective periods. The reversal of temporary differences in the current periods resulted in a tax loss, which consequently resulted in no current federal income tax expense. The change in the valuation allowance against deferred tax assets resulted in no deferred tax expense nor benefit in the current periods.

In light of recent net income positions, the Company will continue to monitor the realizability of its net deferred tax assets in the future and determine the necessity of or changes to such valuation allowance based on future positive and negative evidence. Currently, we maintain a full valuation allowance against our deferred tax assets as the evidence supporting the maintenance of a full valuation allowance outweighs the evidence supporting any release.

Share-based compensation - The Company recognizes share-based compensation based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. The Company estimates grant date fair value of its options using the Black-Scholes Merton option-pricing model. Service and performance based restricted stock units are measured based on the fair market value of the underlying stock on the dates of the grants whereas market based restricted stock units, such as total shareholder return awards, are measured using the Monte-Carlo simulation. Share awards are amortized under the straight-line method over the requisite service period of the entire award. The Company accounts for forfeitures as they occur.

Cash Equivalents – The Company holds treasury bills with original maturities when purchased of less than three months, within cash and cash equivalents, carried at amortized cost on the Consolidated Balance Sheet. Treasury bills have been classified as held-to-maturity as we have the ability and intent to hold them to maturity.

As of June 30, 2025, the Company had $109,712 of treasury bills within cash equivalents, which included $421 of amortized discount. As of December 31, 2024, the Company had $109,608 of treasury bills within cash equivalents, which included $300 of amortized discount.

Trade Accounts Receivable – The allowance for doubtful accounts is based on the Company's assessment of the collectability of customer accounts. The Company regularly reviews the allowance by considering factors such as historical experience, credit quality, the age of the accounts receivable balances and current economic conditions that may affect a customer's ability to pay. For the six months ended June 30, 2025, we recognized a provision for loss on accounts receivable of $11,452, of which $10,680 was attributable to the liquidation of one of our pet specialty distributors.

Implementation Costs of Cloud Computing Arrangement – As of June 30, 2025 and December 31, 2024, the Company's deferred implementation costs of systems associated with cloud computing arrangements, which are reflected within prepaid and other assets, were $10,091 and $8,965, respectively. The cost will be recognized over the term of the agreements.

Fair Value of Financial Instruments – ASC 820 guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

The three levels of the fair value hierarchy are as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active). Level 2 includes financial instruments that are valued using models or other valuation methodologies.
- Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

Our financial assets and liabilities include cash and cash equivalents, receivables, accounts payable and accrued liabilities, the fair values of which approximate their carrying values due to the short-term nature of these instruments. The Company holds certain financial assets within cash and cash equivalents in the form of held-to-maturity treasury bills as we have the ability and intent to hold them to maturity, as such, they are not fair valued each reporting period but instead measured at amortized cost. The fair value of these assets is based on quoted market prices for the same or similar securities within less active markets, which the Company determined to be Level 2 inputs. As of June 30, 2025, the fair value of these treasury bills approximates their carrying value due to the short-term nature of these instruments.

Certain financial and non-financial assets, including operating lease right-of-use assets and property, plant and equipment are reported at their carrying values and are not subject to recurring fair value measurements. We review our long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For the investment in equity securities, we have elected the measurement alternative under which we measure this investment at cost minus impairment, if any, plus or minus changes resulting from observable price changes, if any, in orderly transactions for an identical or a similar investment of the same issuer, for which the change in fair value would be included in net income.

Refer to Note 5 - Convertible Senior Notes for the fair value of our Convertible Senior Notes.

(Unaudited, in thousands, except per share data)

As of June 30, 2025, the Company maintained Level 1 and Level 2 assets and liabilities.

Net Sales - Information about the Company's net sales by class of retailer is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Grocery, Mass, International and Digital	$ 216,888	$ 192,255	$ 432,044	$ 376,647
Pet Specialty and Club	47,801	42,998	95,894	82,455
Net Sales	$ 264,689	$ 235,253	$ 527,938	$ 459,102

The pet specialty and club class of retailers service a specific consumer through specialized offerings, which include value focused and or premium products. In contrast, grocery, mass, international and digital offer a wide variety of products.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued *ASU 2023-09, Improvements to Income Tax Disclosures*, which requires improved disclosures related to the rate reconciliation and income taxes paid. This ASU requires companies to reconcile the income tax expense attributable to continuing operations to the statutory federal income tax rate applied to pre-tax income from continuing operations. Additionally, this ASU requires companies to disclose the total amount of income taxes paid during the period. This guidance will be effective for the Company for the annual report for the fiscal year ending December 31, 2025, with early adoption permitted. The guidance is required to be applied on a prospective basis with the option to apply retrospectively to all prior periods presented in the financial statements. The Company is currently evaluating the provisions of this guidance and its effect on its future consolidated financial statements.

In November 2024, the FASB issued *ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*, which requires disclosures related to the specific types of expenses included within the expense captions presented on the face of the income statement as well as disclosures about selling expenses. This guidance will be effective for the Company for the annual report for the fiscal year ending December 31, 2027 and subsequent interim periods, with early adoption permitted. The guidance is required to be applied on a retrospective basis for all prior periods presented in the financial statements. The Company is currently evaluating the provisions of this guidance and its effect on its future consolidated financial statements.

Note 2 – Inventories, net:

	June 30, 2025	December 31, 2024
Raw Materials and Work in Process	$ 18,247	$ 16,289
Packaging Components Material	7,741	7,296
Finished Goods	64,595	57,209
Inventories, net	$ 90,583	$ 80,794

(Unaudited, in thousands, except per share data)

Note 3 – Property, Plant and Equipment, net:

	June 30, 2025	December 31, 2024
Refrigeration Equipment	$ 201,885	$ 193,249
Machinery and Equipment	345,662	279,093
Building, Land and Improvements	711,280	712,209
Furniture and Office Equipment	16,768	13,570
Leasehold Improvements	4,342	12
Construction in Progress	85,878	104,526
Finance Lease Right of Use Asset	35,714	28,478
	1,401,529	1,331,137
Less: Accumulated Depreciation and Amortization	(300,162)	(265,268)
Property, Plant and Equipment, net	$ 1,101,367	$ 1,065,869

Depreciation and amortization expense related to property, plant and equipment for the three and six months ended June 30, 2025 totaled $19,852 and $40,770, respectively, of which $14,413 and $30,276, respectively, was recorded to cost of goods sold with the remainder of depreciation expense recorded to selling, general and administrative expense.

Depreciation and amortization expense related to property, plant and equipment for the three and six months ended June 30, 2024 totaled $17,311 and $33,117, respectively, of which $12,539 and $23,890, respectively, was recorded to cost of goods sold with the remainder of depreciation expense recorded to selling, general and administrative expense.

Note 4 – Accrued Expenses:

	June 30, 2025	December 31, 2024
Accrued Compensation and Employee Related Costs	$ 9,587	$ 34,550
Accrued Production Expenses	6,488	4,176
Accrued Legal Obligations	4,987	—
Accrued Corporate and Marketing Expenses	3,491	4,166
Accrued Chiller Cost	3,712	3,468
Accrued Freight	3,112	4,358
Accrued Interest	3,019	3,019
Accrued Construction Costs	1,356	190
Other Accrued Expenses	2,120	2,336
Accrued Expenses	$ 37,872	$ 56,263

Note 5 – Convertible Senior Notes:

In March 2023, we issued $402,500 aggregate principal amount of 3.0% convertible senior notes due 2028 (the “Convertible Notes”). The Convertible Notes were issued in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The net proceeds from the sale of the Convertible Notes were approximately $391,492 after deducting offering and issuance costs related to the Convertible Notes and before the 2023 Capped Call transactions, as described below.

The Convertible Notes are our senior, unsecured obligations and accrue interest at a rate of 3.0% per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2023. The Convertible Notes will mature on April 1, 2028 unless earlier converted, redeemed or repurchased by us. Before January 3, 2028, noteholders will have the right to convert their Convertible Notes only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended on June 30, 2023 (and only during such calendar quarter), if the last reported sale price of our common stock, par value $0.001 per share (the "common stock"), for each of at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five consecutive business day period immediately after any 10 consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of notes, as determined following a request by a holder or holders of the Convertible Notes in the manner described in the indenture pursuant to which the Convertible Notes were issued and are governed (the “Indenture”), for each trading day of the measurement period, was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day; (3) if we call any or all of the Convertible Notes for redemption, but only with respect to the convertible notes called (or deemed called) for redemption; or (4) upon the occurrence of specified corporate events (e.g., a fundamental change or the making of certain distributions). On or after January 3, 2028, until the close of business on the second scheduled trading day immediately preceding the maturity date, a holder may convert its Convertible Notes at any time, regardless of the foregoing circumstances.

As of December 31, 2024 noteholders had the right to early convert under the 130% early conversion feature, with such conversion right exercisable only during the subsequent quarter. No early conversions occurred as of June 30, 2025 or since inception. As of June 30, 2025, noteholders no longer have the right to early convert under the 130% early conversion feature.

We will settle conversions by paying or delivering, as applicable, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. The initial conversion rate for the Convertible Notes is 14.3516 shares of common stock per $1,000 principal amount of Notes, which represents an initial conversion price of approximately $69.68 per share of common stock. The conversion rate and conversion price are subject to customary adjustments upon the occurrence of certain events. In addition, in connection with a make-whole fundamental change (as defined in the Indenture), which shall include, among other things the Company's delivery of a notice of redemption, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its notes in connection with such a corporate event or redemption, as the case may be.

We may not redeem the Convertible Notes prior to April 3, 2026. We may redeem for cash all or any portion of the Convertible Notes, at our option, on or after April 3, 2026 and on or before the 40th scheduled trading day immediately preceding the maturity date, if the last reported sale price of our common stock has been at least 130% of the conversion price then in effect for each of at least 20 trading days (whether or not consecutive) during the 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we send the notice of redemption, at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. However, we may not redeem less than all of the outstanding Convertible Notes unless at least $100.0 million aggregate principal amount of Convertible Notes are outstanding and not called for redemption as of the time we send the related redemption notice.

Upon the occurrence of a fundamental change (as defined in the Indenture), holders may require the Company to repurchase for cash all or any portion of their Convertible Notes at a fundamental change repurchase price equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid additional interest, if any, to, but excluding, the fundamental change repurchase date.

The effective interest rate for the Convertible Notes is 3.59%. Transaction costs of $11,008 attributable to the issuance of the Convertible Notes were recorded as a direct deduction from the related debt liability in the

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Consolidated Balance Sheet and are amortized to interest expense over the term of the Convertible Notes using the effective interest method.

The Company measures the fair value of its Convertible Notes for disclosure purposes. The fair value is based on observable market prices for this debt, which is traded in less active markets and is therefore classified as a Level 2 fair value measurement. The following table discloses the carrying value and fair value of the Company's Convertible Notes as of June 30, 2025:

	As of June 30, 2025	
	Carrying Value (1)	**Fair Value**
3.00% Convertible Senior Notes Maturing April 1, 2028	396,237	504,105
Total	396,237	504,105

(1) The carrying amounts presented are net of unamortized debt issuance costs of $6,263 as of June 30, 2025.

Lender fees that were paid upfront to the lenders and debt issuance fees paid to third parties are recorded as a discount to the carrying amount of debt and are being amortized to interest expense over the life of the debt. The total interest expense for the three and six months ended June 30, 2025 and 2024 recognized related to the Convertible Notes consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	**2024**	**2025**	**2024**
Contractual interest expense	3,019	3,019	6,038	6,038
Amortization of issuance costs	539	520	1,074	1,034
Total	3,558	3,539	7,112	7,072

Of the $6,038 of interest expense incurred during the six months ended June 30, 2025 and 2024, $3,019 was paid during the three months ended March 31, 2025 and 2024, with $3,019 of accrued interest expense as of June 30, 2025 and 2024.

As the proceeds from the sale of the Convertible Notes are being used to fund construction on the Company's manufacturing facility expansion, for the three and six months ended June 30, 2025, approximately $484 and $1,119 of the interest expense incurred, respectively, was capitalized to construction in progress, and for the three and six months ended June 30, 2024, approximately $1,362 and $2,407 of the interest expense incurred, respectively, was capitalized to construction in progress. As of June 30, 2025 and 2024, $1,422 and $1 of capitalized interest, respectively, was reclassified from construction in progress to assets placed in service.

Note 6 – Purchase of Capped Call Options:

In connection with the pricing of the Convertible Notes issued in March 2023, we used $66,211 of the net proceeds from the Convertible Notes to enter into privately negotiated capped call transactions (collectively, the “Capped Call Transactions”) with certain financial institutions.

The Capped Call Transactions are generally expected to reduce potential dilution to holders of our common stock upon any conversion of the Convertible Notes and/or offset any cash payments we are required to make in excess of the principal amount of the Convertible Notes upon conversion of the Convertible Notes in the event that the market price per share of our common stock is greater than the strike price of the Capped Call Transactions, with such reduction and/or offset subject to a cap.

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The Capped Call Transactions have an initial cap price of approximately $120.23 per share, which represents a premium of 120% over the last reported sale price of our common stock of $54.65 per share on March 15, 2023, and is subject to certain adjustments under the terms of the Capped Call Transactions. Collectively, the Capped Call Transactions cover, initially, the number of shares of our common stock underlying the Convertible Notes, subject to anti-dilution adjustments substantially similar to those applicable to the Convertible Notes.

The Capped Call Transactions are accounted for as freestanding derivatives and recorded at the initial fair value in additional paid-in-capital in the Consolidated Balance Sheet with no recorded subsequent change to fair value as long as they meet the criteria for equity classification. As of June 30, 2025, the instrument continued to qualify for equity classification.

Note 7 – Leases

We have various noncancelable operating lease agreements for office, warehouse and manufacturing space with original remaining lease terms of two years to twenty years, some of which include an option to extend the lease term for up to ten years. Because the Company is not reasonably certain to exercise the renewal options on these lease arrangements, 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.

We also have finance lease agreements for manufacturing equipment and land with initial terms of ten years and twenty years, with options to extend the lease terms by the corresponding number of years, which the Company is not reasonably certain to exercise. The manufacturing equipment agreement does not include termination options for either party to the lease or restrictive financial or other covenants. The land agreement contains termination options that are not wholly within the control of the Company, and therefore, are not considered as part of the term of the lease.

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

	Operating Leases	Finance Lease
Weighted-average remaining lease term	17.98	10.57
Weighted-average discount rate	8.4 %	8.6%

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

Maturities of lease liabilities under noncancelable operating leases and finance leases as of June 30, 2025 were as follows:

	As of June 30, 2025	
	Operating Leases	Finance Lease
2025 (a)	$ 3,831	$ 2,111
2026	7,765	4,791
2027	7,100	4,810
2028	6,395	4,831
2029 and beyond	114,282	32,232
Total lease payments	$ 139,373	$ 48,775
Less: Imputed interest	(71,644)	(17,590)
Present value of lease liabilities	$ 67,729	$ 31,185

(a) Excluding the six months ended June 30, 2025.

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A summary of lease costs for the three and six months ended June 30, 2025 and 2024 were as follows:

		Three Months Ended June 30,		Six Months Ended June 30,	
		2025	2024	2025	2024
Operating Lease:					
Lease cost	Cost of goods sold and selling, general and administrative	$ 828	$ 438	$ 1,201	$ 876
Finance Lease:					
Amortization of right of use asset	Cost of goods sold and selling, general and administrative	$ 800	$ 712	$ 1,512	$ 1,388
Interest on lease liabilities	Interest expense	$ 675	$ 574	$ 1,217	$ 1,127
Variable lease cost (b)	Inventory/Cost of goods sold (b)	$ 5,636	$ 3,308	$ 10,918	$ 6,669

(b) Variable lease cost primarily consists of the procurement and manufacturing costs capitalized to inventory. For the three and six months ended June 30, 2025, $5,636 and $10,918, respectively, and for the three and six months ended June 30, 2024, $3,308 and $6,669, respectively, of variable lease cost were capitalized to inventory and will be captured as part of cost of goods sold as the inventory turns.

Supplemental balance sheet information related to leases as of June 30, 2025 and December 31, 2024 are as follows:

		As of June 30, 2025	As of December 31, 2024
Assets:			
Operating leases	Operating lease right of use assets	$ 67,505	$ 3,366
Finance lease, net	Property, plant and equipment, net	29,928	24,206
Total lease assets		$ 97,433	$ 27,572
Liabilities:			
Current:			
Operating lease liabilities	Current operating lease liabilities	$ 2,074	$ 1,322
Finance lease liabilities	Current finance lease liabilities	2,218	2,120
Non-current:			
Operating lease liabilities	Long term operating lease liabilities	65,655	2,213
Finance lease liabilities	Long term finance lease liabilities	28,967	23,273
Total lease liabilities		$ 98,914	$ 28,928

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

	Six Months Ended June 30,	
Operating cash flow information:	2025	2024
Cash paid for amounts included in the measurement of operating lease liabilities	$ 1,140	$ 916
Cash paid for amounts included in the measurement of finance lease liabilities (i.e. interest)	$ 1,073	$ 1,127
Finance cash flow information:		
Cash paid for amounts included in the measurement of finance lease liabilities (i.e. principal payment)	$ 1,037	$ 952

Note 8 – Equity Incentive Plans (in thousands, except share data)**:**

Total compensation cost for share-based payments recognized for the three and six months ended June 30, 2025 totaled $6,221 and $15,037, respectively, of which $1,831 and $3,114, respectively, was recorded to cost of goods sold with the remainder recorded to selling, general and administrative expense. The share-based compensation cost includes an adjustment related to the reassessment of the probability of achieving performance conditions related to certain outstanding share-based awards.

Total compensation cost for share-based payments recognized for the three and six months ended June 30, 2024 totaled $18,722 and $23,728, respectively, of which $1,409 and $2,814, respectively, was recorded to cost of goods sold with the remainder recorded to selling, general and administrative expense. The share-based compensation cost includes an adjustment related to the reassessment of the probability of achieving performance conditions related to certain outstanding share-based awards.

During the six months ended June 30, 2025*,* no service based or performance based stock options were granted and 7,402 stock options were exercised.

During the six months ended June 30, 2025*,* 147,587 service based restricted stock units were granted at a weighted average grant-date fair market value of $88.55. During the six months ended June 30, 2025*,* 68,748 restricted stock units vested.

During the six months ended June 30, 2025, 40,314 performance based and total shareholder return ("TSR") based restricted stock units were granted, which will vest at the end of the three-year performance period ending on December 31, 2027; however, the number of shares delivered will vary based upon the attained level of performance and may range from 0 to 2.5 times the number of target units awarded. The TSR units were granted at a weighted average grant-date fair market value of $87.51.

Note 9 – Net Income (Loss) Per Share Attributable to Common Stockholders:

Basic net income (loss) per share of common stock is calculated by dividing net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net income (loss) per share of common stock is computed by giving effect to all potentially dilutive securities. For purpose of determining diluted earnings per common share, the treasury stock method is used for stock options, warrants, and RSUs, and the if-converted method is used for convertible instruments such as convertible debt as prescribed in ASC Topic 260 ("ASC 260"). In conjunction with the issuance of the $402.5 million Convertible Notes in March 2023*,* the Company used $66.2 million of the proceeds to purchase capped call instruments. In accordance with ASC 260*,* antidilutive contracts, such as purchased put options and purchased call options are excluded from the computation of diluted net income (loss) per share. Accordingly, any potential impact resulting from capped call transactions is excluded from our computation of diluted net income (loss) per share.

For the three and six months ended 2025 and 2024, diluted net income (loss) per share attributable to common stockholders is shown below. For the three months ended June 30, 2024, diluted net loss per common share was the same as basic net loss per common share, due to the fact that potentially dilutive securities would have an antidilutive effect as the Company incurred a net loss in that period.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net Income (Loss) Attributable to Common Stockholders	$ 16,356	$ (1,694)	$ 3,659	$ 16,908
Weighted Average Common Shares Outstanding, Basic	48,778	48,461	48,755	48,400
Service Period Stock Options	505	—	539	689
Restricted Stock Units	225	—	229	234
Performance Stock Options	690	—	733	831
Weighted Average Common Shares Outstanding, Diluted	50,198	48,461	50,256	50,154
Basic Net Income (Loss) per Share	$ 0.34	$ (0.03)	$ 0.08	$ 0.35
Diluted Net Income (Loss) per Share	$ 0.33	$ (0.03)	$ 0.07	$ 0.34

The potentially dilutive securities excluded from the determination of diluted net income (loss) per share, as their effect is antidilutive, are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Service Period Stock Options	—	682	—	—
Restricted Stock Units	—	239	—	—
Performance Stock Options	—	804	—	—
Convertible Notes	5,776	5,776	5,776	5,776
Total	5,776	7,500	5,776	5,776

Note 10 – 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 each. At times, such balances may be in excess of the FDIC insurance limit.

Major Customers— For the three months ended June 30, 2025, one distributor and two customers accounted for 7%, 26% and 10% of our net sales, respectively. For the three months ended June 30, 2024, one distributor and two customers accounted for 8%, 24% and 9% of our net sales, respectively.

For the six months ended June 30, 2025, one distributor and two customers accounted for 5%, 26% and 10% of our net sales, respectively. For the six months ended June 30, 2024, one distributor and two customers accounted for 8%, 24% and 9% of our net sales, respectively.

As of June 30, 2025, one distributor and two customers accounted for 6%, 28%, and 15%, respectively, of our accounts receivable. As of December 31, 2024, one distributor and two customers accounted for 15%, 26%, and 15%, respectively, of our accounts receivable.

Note 11 – Commitments and Contingencies:

Commitments - The Company's executives are participants in the Freshpet Key Executive Severance Plan requiring the Company to pay severance in the event of certain terminations as detailed therein.

Legal Obligations - We are currently involved in various claims and legal actions that arise in the ordinary course of our business. 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.

On April 8, 2022*,* Phillips Feed Service, Inc., d/b/a Phillips Feed And Pet Supply ("Phillips") filed a complaint against the Company in U.S. District Court for the Eastern District of Pennsylvania (Allentown Division) (the "EDPA") for damages allegedly sustained as a result of the termination of the Company's distribution arrangement with Phillips, a former distributor of Freshpet products. Phillips asserts a claim for breach of contract, and seeks monetary damages in excess of $8,300 based on a claimed "termination payment" under a 2018 "Letter Of Intent" and additional damages based on a claim for improper notice of termination. Phillips also claims a right of setoff with respect to monies owed by Phillips to the Company.

On July 5, 2022*,* the Company answered the complaint disputing the claimed damages, assertions of breach of contract, and the right of offset. In addition, the Company counterclaimed breach of contract for amounts owed to Freshpet earned while Phillips served as an authorized distributor of Freshpet product.

As of December 31, 2022*,* due to the claims and counterclaims between the parties, the Company reclassified the amounts due from Phillips of $8,971 to other noncurrent assets.

Discovery in this action has closed. A hearing was held on December 4, 2024 with respect to Phillips' Motion for Partial Summary Judgment ("MSJ") and the Company's Response in Opposition thereto.

On March 14, 2025, the EDPA partially granted the MSJ as to Phillips' breach of contract claim, finding that Phillips is entitled to a "termination payment" in the amount of $4,987 (which the Company has accrued as of June 30, 2025), but denied the MSJ as to Phillips' claim for a right of offset against the accounts receivable owed by Phillips to the Company. The court has set a trial date of September 22, 2025 on the remaining issues.

Based on information currently available and advice of counsel, we do not believe that the outcome of this matter is likely to have a material adverse effect on our business, financial condition, results of operations or liquidity. However, in the event of unexpected further developments, it is possible that the ultimate resolution of this matter, if unfavorable, may be materially adverse to our business, financial condition, results of operations or liquidity. Legal costs such as outside counsel fees and expenses are charged to selling, general and administrative expenses in the period incurred.

Note 12 – Segments:

The Company operates in one consolidated operating and reportable segment: the manufacturing, marketing and distribution of fresh dog food, cat food, and dog treats (collectively, "fresh pet food products"). The Company's chief operating decision maker ("CODM"), who is the Company's Chief Executive Officer, reviews financial information on a consolidated basis for purposes of allocating resources and evaluating financial performance.

The segment derives revenues from the sale of fresh pet food products to retailers, through direct sales and distributor arrangements. Revenue from transactions with external customers for each of our fresh pet food products would be impracticable to disclose and management, including the CODM, does not view its business by product line. Although the CODM does not review such information on a regular basis, refer to Note 1 — Summary of Significant Accounting Policies for information about the Company's net sales by class of retailer.

The CODM measures performance for the segment primarily based on net income (loss). The CODM uses net income (loss) to evaluate operating performance and the execution of capacity expansion plans to drive greater capital efficiency.

(Unaudited, in thousands, except per share data)

The measure of segment assets is reported as total assets on the Consolidated Balance Sheet, and total capital expenditures for additions to long-lived assets were $59,932 and $94,795 for the six months ended June 30, 2025 and 2024, respectively.

Financial information, including segment revenue, significant segment expenses, and profit or loss for the three and six months ended June 30, 2025 and 2024 is presented in the table below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Net sales	$ 264,689	$ 235,253	$ 527,938	$ 459,102
Input costs (a)	(76,446)	(70,122)	(153,533)	(139,946)
Quality costs (b)	(5,271)	(6,349)	(11,150)	(12,712)
Logistics costs (c)	(15,108)	(13,612)	(30,494)	(27,953)
Media costs (d)	(39,632)	(28,589)	(79,423)	(60,679)
Plant costs and other costs of goods sold (e)	(58,253)	(50,039)	(117,580)	(95,549)
Other segment selling, general and administrative items (f)	(24,860)	(31,200)	(70,749)	(56,185)
Depreciation and amortization	(20,609)	(17,422)	(42,436)	(33,324)
Share-based compensation	(6,221)	(19,533)	(15,037)	(25,754)
Loss on disposals of equipment	(485)	(137)	(1,229)	(286)
Interest and other income	2,199	2,861	4,592	6,195
Interest expense	(3,749)	(2,751)	(7,208)	(5,811)
Gain on equity investment	—	—	—	9,918
Income tax benefit (expense)	102	(54)	(32)	(108)
Consolidated net income (loss)	$ 16,356	$ (1,694)	$ 3,659	$ 16,908

(a) Input costs include expenses related to the procurement of raw materials and packaging materials used in the production of finished goods.
(b) Quality costs include expenses related to quality control processes in place over the production of our dog and cat food products. This includes high pressure processing costs, which is a food preservation method that uses high pressure and cold water to inactivate pathogens and extend shelf life.
(c) Logistics costs include expenses related to the transportation of finished goods from production facilities to our customers and certain warehousing costs.
(d) Media costs include expenses related to advertising through media outlets.
(e) Plant costs and other cost of goods sold items include plant employee costs and administrative expenses directly related to the cost of goods sold.
(f) Other segment selling, general and administrative items include employee costs, chiller expenses, and other administrative selling expenses.

Note 13 – Subsequent Events:

The Company evaluates events that have occurred after the balance sheet date but before the financial statements are issued for recognition or disclosures.

On July 4, 2025, the One Big Beautiful Bill Act (the “OBBBA”) was enacted. The OBBBA revises the U.S. federal corporate income tax by, among other things, making permanent 100% bonus depreciation on qualified fixed assets, making permanent the immediate deduction for domestic research and development expenses, and permanently changing the limitation on the deduction of business interest expense. The provisions of the OBBBA did not have an impact on the Company's income tax provision during the quarter ended June 30, 2025. The Company is currently evaluating the provisions of the OBBBA and its effect on its future consolidated financial statements.

Item 2. Management’s Discussion and Analysis of Financial Condition 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 condensed 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 for the year ended December 31, 2024 (our "Annual Report").

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. 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 "Forward-Looking Statements" in this report and in the section entitled "Risk Factors" in our Annual Report.

Overview

Freshpet's mission is to elevate the way we feed our pets with fresh food that nourishes all. 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 Freshpet's inception 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 Fridges and our culture.

Components of our Results of Operations

Net Sales

Our net sales are derived from the sale of fresh pet food products to retailers, through direct sales and distributor arrangements. 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 parts of Europe and have installed Freshpet Fridges in approximately 29,141 retail stores as of June 30, 2025. 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, returns and promotional allowances.

Our net sales growth strategy 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.
- Increasing penetration of Freshpet Fridge locations in major classes of retail, including Grocery, Mass, International, Digital, Pet Specialty, and Club. 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.
- At times we increase our sales price to offset any adverse movement in input costs.

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, as well as depreciation and amortization and non-cash share-based compensation.

We expect to continue 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 use 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 focuses 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 use 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. The Company recognizes share-based compensation based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. The Company estimates grant date fair value of its options using the Black-Scholes Merton option-pricing model. Service and performance based restricted stock units are measured based on the fair market value of the underlying stock on the dates of the grants whereas market based restricted stock units, such as total shareholder return awards, are measured using the Monte-Carlo simulation. Share awards are amortized under the straight-line method over the requisite service period of the entire award. The Company accounts for forfeitures as they occur.

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 $391.5 million as of December 31, 2024, of which, approximately $146.7 million, generated in 2017 and prior, will expire between 2028 and 2037. The NOLs generated from 2018 through 2023, of approximately $244.8 million, will have an indefinite carryforward period but, can generally only be used to offset 80% of taxable income in any particular year. 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, 2024, we had approximately $278.4 million of state NOLs, which expire between 2025 and 2046, and had $27.6 million of foreign NOLs in the United Kingdom which do not expire. At June 30, 2025 and December 31, 2024, the Company determined that a full valuation of its net deferred tax assets and liabilities was appropriate. Although we generated net income for the three and six months ended June 30, 2025, no federal income tax expense provision was recognized in the respective periods. The reversal of temporary differences in the current periods resulted in a tax loss, which consequently resulted in no current federal income tax expense. The change in the valuation allowance against deferred tax assets resulted in no deferred tax expense nor benefit in the current periods.

In light of recent net income positions, the Company will continue to monitor the realizability of its net deferred tax assets in the future and determine the necessity of or changes to such valuation allowance based on future positive and negative evidence. Currently, we maintain a full valuation allowance against our deferred tax assets as the evidence supporting the maintenance of a full valuation allowance outweighs the evidence supporting any release.

Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)

	For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2025		2024		2025		2024	
	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales
	(Dollars in thousands)							
Net sales	$ 264,689	100 %	$ 235,253	100 %	$ 527,938	100 %	$ 459,102	100 %
Cost of goods sold	156,499	59 %	141,301	60 %	315,960	60 %	276,992	60 %
Gross profit	108,190	41 %	93,952	40 %	211,978	40 %	182,110	40 %
Selling, general, and administrative expenses	90,386	34 %	95,702	41 %	205,671	39 %	175,396	38 %
Income (loss) from operations	17,804	7 %	(1,750)	(1)%	6,307	1 %	6,714	1 %
Interest and other income, net	2,199	1 %	2,861	1 %	4,592	1 %	6,195	1 %
Interest expense	(3,749)	(1)%	(2,751)	(1)%	(7,208)	(1)%	(5,811)	(1)%
Gain on equity investment	—	— %	—	— %	—	— %	9,918	2 %
Income (loss) before income taxes	16,254	6 %	(1,640)	(1)%	3,691	1 %	17,016	4 %
Income tax (benefit) expense	(102)	— %	54	— %	32	— %	108	— %
Net income (loss)	$ 16,356	6 %	$ (1,694)	(1)%	$ 3,659	1 %	$ 16,908	4 %

Three Months Ended June 30, 2025 Compared to Three Months Ended June 30, 2024

Net Sales

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

	Three Months Ended June 30,			
	2025		2024	
	Amount	**% of Net Sales**	**Amount**	**% of Net Sales**
	(Dollars in thousands)			
Grocery, Mass, International and Digital	$ 216,888	82 %	$ 192,255	82 %
Pet Specialty and Club	47,801	18 %	42,998	18 %
Net Sales	$ 264,689	100 %	$ 235,253	100 %

Net sales increased $29.4 million, or 12.5%, to $264.7 million for the three months ended June 30, 2025 as compared to $235.3 million in the same period in the prior year. The $29.4 million increase in net sales was driven by growth in the Grocery, Mass, International, and Digital channel of $24.6 million, with the remaining growth in the Pet Specialty and Club channel. The net sales increase was primarily driven by volume gains of 10.8% and favorable price/mix of 1.7%.

Gross Profit

Gross profit was $108.2 million, or 40.9% as a percentage of net sales, for the three months ended June 30, 2025, compared to $94.0 million, or 39.9% as a percentage of net sales, in the prior year period. The 1.0% increase in gross profit as a percentage of net sales was primarily due to lower input costs and reduced quality costs, partially offset by reduced leverage on plant expenses.

Adjusted Gross Profit for the three months ended June 30, 2025 was $124.0 million, or 46.9% as a percentage of net sales, compared to $108.0 million, or 45.9% as a percentage of net sales, in the prior year period. -See “—Non-GAAP Financial Measures” below.

Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SG&A") were $90.4 million for the three months ended June 30, 2025, compared to $95.7 million in the prior year period. As a percentage of net sales, SG&A decreased to 34.1% for the three months ended June 30, 2025, compared to 40.7% in the prior year period. The decrease in SG&A as a percentage of net sales was primarily due to decreased share-based compensation and variable compensation accrual, partially offset by increased media spend as a percentage of net sales.

Adjusted SG&A for the three months ended June 30, 2025 was $79.6 million, or 30.1% as a percentage of net sales, compared to $72.9 million, or 31.0% as a percentage of net sales, in the prior year period. See “—Non-GAAP Financial Measures” below.

Income (Loss) from Operations

As a result of the factors discussed above, income from operations increased by $19.6 million to income from operations of $17.8 million for the three months ended June 30, 2025 as compared to a loss from operations of $1.8 million in the prior year period.

Interest and Other Income, net

The Company recorded interest and other income, net of $2.2 million for the three months ended June 30, 2025 as a result of interest income generated from cash and cash equivalents as compared to $2.9 million in the prior year period.

Interest Expense

Interest expense increased $0.9 million to $3.7 million for the three months ended June 30, 2025 as compared to $2.8 million in the prior year period. The increase was primarily driven by a $0.9 million increase in interest expense on our Convertible Notes due to a decrease in capitalized interest compared to the prior year period as a result of assets placed into service.

Net Income (Loss)

Net income increased $18.1 million to net income of $16.4 million for the three months ended June 30, 2025 as compared to a net loss of $1.7 million in the prior year period due to contribution from higher sales, improved gross profit as a percentage of net sales and decreased SG&A expenses.

Adjusted EBITDA

Adjusted EBITDA was $44.4 million for the three months ended June 30, 2025 as compared to $35.1 million in the prior year period. The increase in Adjusted EBITDA was a result of increased Adjusted Gross Profit, partially offset by higher Adjusted SG&A expenses. See “—Non-GAAP Financial Measures” below.

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Six Months Ended June 30, 2025 Compared to Six Months Ended June 30, 2024

Net Sales

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

	Six Months Ended June 30,					
	2025			2024		
	Amount		% of Net Sales	Amount		% of Net Sales
	(Dollars in thousands)					
Grocery, Mass, International and Digital	$	432,044	82 %	$	376,647	82 %
Pet Specialty and Club		95,894	18 %		82,455	18 %
Net Sales	$	527,938	100 %	$	459,102	100 %

Net sales increased $68.8 million, or 15.0%, to $527.9 million for the six months ended June 30, 2025 as compared to $459.1 million in the same period in the prior year. The $68.8 million increase in net sales was driven by growth in the Grocery, Mass, International, and Digital channel of $55.4 million, with the remaining growth in the Pet Specialty and Club channel. The net sales increase was primarily driven by volume gains of 12.8% and favorable price/mix of 2.2%.

Gross Profit

Gross profit was $212.0 million, or 40.2% as a percentage of net sales, for the six months ended June 30, 2025, compared to $182.1 million, or 39.7% as a percentage of net sales, in the prior year period. The 0.5% increase in gross profit as a percentage of net sales was primarily due to lower input costs and reduced quality costs, partially offset by reduced leverage on plant expenses.

Adjusted Gross Profit for the six months ended June 30, 2025 was $244.3 million, or 46.3% as a percentage of net sales, compared to $209.5 million, or 45.6% as a percentage of net sales, in the prior year period. -See “—Non-GAAP Financial Measures” below.

Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SG&A") were $205.7 million for the six months ended June 30, 2025, compared to $175.4 million in the prior year period. As a percentage of net sales, SG&A increased to 39.0% for the six months ended June 30, 2025, compared to 38.2% in the prior year period. The increase in SG&A as a percentage of net sales was primarily due to increased media spend as a percentage of net sales and higher non-recurring charges in the first quarter of 2025, partially offset by decreased share-based compensation and variable compensation accrual.

Adjusted SG&A for the six months ended June 30, 2025 was $164.3 million, or 31.1% as a percentage of net sales, compared to $143.8 million, or 31.3% as a percentage of net sales, in the prior year period. See “—Non-GAAP Financial Measures” below.

Income from Operations

As a result of the factors discussed above, income from operations decreased by $0.4 million to $6.3 million for the six months ended June 30, 2025 as compared to $6.7 million in the prior year period.

Interest and Other Income, net

The Company recorded interest and other income, net of $4.6 million for the six months ended June 30, 2025 as a result of interest income generated from cash and cash equivalents as compared to $6.2 million in the prior year period.

Interest Expense

Interest expense increased $1.4 million to $7.2 million for the six months ended June 30, 2025 as compared to $5.8 million in the prior year period. The increase was primarily driven by a $1.3 million increase in interest expense on our Convertible Notes due to a decrease in capitalized interest compared to the prior year period as a result of assets placed into service.

Gain on Equity Investment

The $9.9 million gain on equity investment for the six months ended June 30, 2024 resulted from the change in fair value of the Company's equity interest in a privately held company, as discussed in Note 1 - Summary of Significant Accounting Policies of our (unaudited) condensed consolidated financial statements.

Net Income

Net income decreased $13.2 million to net income of $3.7 million for the six months ended June 30, 2025, as compared to net income of $16.9 million in the prior year period, due to increased SG&A expenses, including increased media spend of $18.8 million and $16.9 million of non-recurring charges in the first quarter of 2025 compared to a $9.9 million gain on equity investment in the prior year period, which were partially offset by contributions from higher sales and improved gross profit as a percentage of sales.

Adjusted EBITDA

Adjusted EBITDA was $79.9 million for the six months ended June 30, 2025, compared to $65.7 million in the prior year period. The increase in Adjusted EBITDA was a result of increased Adjusted Gross Profit, partially offset by higher Adjusted SG&A expenses. See “—Non-GAAP Financial Measures” below.

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 U.S. GAAP reported measures, should not be considered replacements for, or superior to, the U.S. 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 Gross Margin)
- 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 (Adjusted EBITDA Margin)

Such financial measures are not financial measures prepared in accordance with U.S. GAAP. We define Adjusted Gross Profit as Gross Profit before depreciation expense, non-cash share-based compensation, and loss on disposal of manufacturing equipment. We define Adjusted SG&A as SG&A expenses before depreciation and amortization expense, non-cash share-based compensation, loss on disposal of equipment, distributor transition costs, legal obligation and international business changes. EBITDA represents net (loss) income plus interest expense net of interest income, income tax expense and depreciation and amortization expense. Adjusted EBITDA represents EBITDA less gain on equity investment, plus non-cash share-based compensation expense, loss on disposal of property, plant and equipment, distributor transition costs, legal obligation, and international business changes.

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, provides 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 herein. The non-GAAP financial measures should not be considered in isolation or as alternatives to net income (loss), income (loss) 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 our 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. 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 income (loss), the most directly comparable financial measure presented in accordance with U.S. GAAP:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
	(Dollars in thousands)			
Net income (loss)	$ 16,356	$ (1,694)	$ 3,659	$ 16,908
Depreciation and amortization	19,896	17,212	41,013	32,957
Interest expense, net of interest income	1,546	(110)	2,610	(384)
Income tax (benefit) expense	(102)	54	32	108
EBITDA	**37,696**	**15,462**	**47,314**	**49,589**
Non-cash share-based compensation (a)	6,221	19,533	15,037	25,755
Loss on disposal of property, plant and equipment	485	136	646	286
Distributor transition costs (b)	—	—	10,680	—
Legal obligation (c)	—	—	4,987	—
International business charges (d)	—	—	1,273	—
Gain on equity investment	—	—	—	(9,918)
Adjusted EBITDA	**$ 44,402**	**$ 35,131**	**$ 79,937**	**$ 65,712**
Adjusted EBITDA as a % of Net Sales	16.8 %	14.9 %	15.1 %	14.3 %

(a) Includes true-ups to share-based compensation expense. We have certain outstanding share-based awards with performance-based vesting conditions that require the achievement of certain Adjusted EBITDA margins, Adjusted EBITDA and/or Net Sales targets as a condition of vesting. At each reporting period, we reassess the probability of achieving the performance criteria and the performance period required to meet those targets. When the probability of achieving such performance conditions changes, the compensation cost previously recorded is adjusted as needed. When such performance conditions are deemed to be improbable of achievement, the compensation cost previously recorded is reversed.

(b) Represents a non-recurring loss as a result of an accounts receivable write-off in connection with the liquidation of one of our pet specialty distributors. Concurrent with its liquidation, we transitioned to a new distribution partner, who is a leading pet specialty distributor and who we anticipate will facilitate sales to pet specialty stores. Thus, despite the transitory impact during the first quarter of 2025, our ability to continue to generate sales is consistent with what we would expect to generate within the pet specialty channel.

(c) Represents an accrual for legal obligations related to the ongoing litigation with Phillips.

(d) Represents termination costs due to a business change in our international go-to-market strategy.

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:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
	(Dollars in thousands)			
Gross profit	$ 108,190	$ 93,952	$ 211,978	$ 182,110
Depreciation expense	13,729	11,827	28,909	22,502
Non-cash share-based compensation	1,831	2,220	3,114	4,841
Loss on disposal of manufacturing equipment	260	32	255	53
Adjusted Gross Profit	**$ 124,010**	**$ 108,031**	**$ 244,256**	**$ 209,506**
Adjusted Gross Profit as a % of Net Sales	46.9 %	45.9 %	46.3 %	45.6 %

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:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
	(Dollars in thousands)			
SG&A expenses	$ 90,386	$ 95,702	$ 205,671	$ 175,396
Depreciation and amortization expense	6,167	5,385	12,104	10,455
Non-cash share-based compensation (a)	4,390	17,313	11,923	20,913
Loss on disposal of equipment	225	104	391	233
Distributor transition costs (b)	—	—	10,680	—
Legal obligation (c)	—	—	4,987	—
International business charges (d)	—	—	1,273	—
Adjusted SG&A Expenses	**$ 79,604**	**$ 72,900**	**$ 164,313**	**$ 143,795**
Adjusted SG&A Expenses as a % of Net Sales	30.1 %	31.0 %	31.1 %	31.3 %

(a) Includes true-ups to share-based compensation expense. We have certain outstanding share-based awards with performance-based vesting conditions that require the achievement of certain Adjusted EBITDA margins, Adjusted EBITDA and/or Net Sales targets as a condition of vesting. At each reporting period, we reassess the probability of achieving the performance criteria and the performance period required to meet those targets. When the probability of achieving such performance conditions changes, the compensation cost previously recorded is adjusted as needed. When such performance conditions are deemed to be improbable of achievement, the compensation cost previously recorded is reversed.

(b) Represents a non-recurring loss as a result of an accounts receivable write-off in connection with the liquidation of one of our pet specialty distributors. Concurrent with its liquidation, we transitioned to a new distribution partner, who is a leading pet specialty distributor and who we anticipate will facilitate sales to pet specialty stores. Thus, despite the transitory impact during the first quarter of 2025, our ability to continue to generate sales is consistent with what we would expect to generate within the pet specialty channel.

(c) Represents an accrual for legal obligations related to the ongoing litigation with Phillips.

(d) Represents termination costs due to a business change in our international go-to-market strategy.

Liquidity and Capital Resources

To meet our capital needs, we issued approximately $402.5 million in convertible notes in March 2023 (the “Convertible Notes”), used $66.2 million of the proceeds to enter into capped call transactions, and used $11.0 million of the proceeds on debt issuance related costs.

We expect to make future capital expenditures in connection with the completion of our planned development of Freshpet Kitchens Ennis Phase 2 and 3. During the six months ended June 30, 2025, we spent approximately $59.9 million of capital to meet our capacity needs as well as recurring capital expenditures. We expect to spend an additional $115.1 million in the remainder of fiscal year 2025.

We expect to rely on our current and future cash flow from operations, may issue additional debt, and/or raise capital through our access to capital markets, if appropriate. Our ability to obtain additional funding will be subject to various factors, including general economic and 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.

Our ability to make future minimum interest payments on the Convertible Notes, to refinance any indebtedness 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, in addition to our plant expansions, are for purchasing ingredients, operating expenses, marketing expenses and capital expenditures to procure Freshpet Fridges. We believe that cash and cash equivalents, expected cash flow from operations, amounts previously raised through the issuance of the Convertible Notes and our ability to access the capital markets, if appropriate, are adequate to fund our debt service requirements, operating and finance lease obligations, capital expenditures and working capital obligations for the foreseeable future. We believe our sources of liquidity and capital will be sufficient to finance our continued operations, growth strategy and additional expenses we expect to incur for at least the next twelve months. 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 factors at the international, national and regional levels, including but not limited to increased interest rates and inflation, tariffs, trade wars, recession, financial, competitive, legislative and regulatory factors and other factors that are beyond our control, including government or regulatory shutdowns or defunding, or disruptions with or increased costs imposed by our key suppliers or others within our supply chain. Further, such macroeconomic factors could negatively impact consumer sentiment, resulting in reduced demand and changes in purchasing behaviors for some or all of our products and other relevant factors, such as consumer hesitancy to trade up in pet food, deferral of veterinary visits, and reduced pet adoption rates. While these factors are expected to persist in the near term, the Company has implemented strategic initiatives, including targeted marketing, value-focused product innovation, and expanded distribution in club and mass channels, to mitigate their impact. Management believes these actions will support continued growth and margin expansion, even if the current economic environment remains unchanged. 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.

Expanding certain of our Freshpet Kitchens primarily comprises our material future cash requirement. The Company has reduced its capital expenditure forecast for 2025, reflecting both a moderation in demand and significant operational efficiencies. These changes are expected to materially improve near-term cash flow and reduce the capital intensity of the business, while maintaining flexibility to scale as market conditions evolve. However, our capital requirements, including our cash 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 issuing 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 if the Convertible Notes are converted to common shares, 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 financing 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:

	June 30, 2025	December 31, 2024
	(Dollars in thousands)	
Cash and cash equivalents	243,684	268,633
Accounts receivable, net of allowance for doubtful accounts	60,375	68,419
Inventories, net	90,583	80,794
Prepaid expenses	10,702	16,026
Other current assets	3,833	3,126
Accounts payable	(42,817)	(39,164)
Accrued expenses	(37,872)	(56,263)
Current operating lease liabilities	(2,074)	(1,322)
Current finance lease liabilities	(2,218)	(2,120)
Total Working Capital	324,196	338,129

Working capital consists of current assets net of current liabilities. Working capital decreased $13.9 million to $324.2 million as of June 30, 2025 compared to working capital of $338.1 million as of December 31, 2024. The decrease was primarily a result of a decrease of $24.9 million in cash and cash equivalents, a decrease of $8.0 million in accounts receivable, a decrease of $5.3 million in prepaid expenses and an increase of $3.7 million in accounts payable as a result of timing. The decrease was partially offset by an increase of $9.8 million in inventories, net and a decrease of $18.4 million in accrued expenses due to timing.

We normally carry three to five weeks of finished goods inventory and less than 30 days of accounts receivable.

As of June 30, 2025, our capital resources consisted primarily of $243.7 million of cash and cash equivalents on hand.

As of December 31, 2024, our capital resources consisted primarily of $268.6 million of cash and cash equivalents on hand.

We expect to fund our ongoing operations and obligations with cash and cash equivalents and cash flow from operations.

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

	Six Months Ended June 30,	
	2025	2024
	(Dollars in thousands)	
Cash at the beginning of period	268,633	296,871
Net cash provided by operating activities	38,693	47,819
Net cash used in investing activities	(59,932)	(94,795)
Net cash (used in) provided by financing activities	(3,710)	1,804
Cash at the end of period	243,684	251,699

Net Cash Provided by Operating Activities

Net cash provided by operating activities consists primarily of net income adjusted for certain non-cash items (i.e., provision for loss on accounts receivable, loss on disposal of property, plant and equipment, share-based compensation, change in reserve for inventory obsolescence, depreciation and amortization, amortization of deferred financing costs, change in operating lease right of use asset, and gain on equity investment).

2025

Net cash provided by operating activities of $38.7 million for the six months ended June 30, 2025 was primarily attributed to:

- $75.6 million of net income, adjusted for reconciling non-cash items, which excludes $72.0 million of non-cash items related to $42.4 million of depreciation and amortization, $11.5 million of provision for loss on accounts receivable, $15.0 million of share-based compensation, $1.1 million of amortization of deferred financing costs, $1.2 million of loss on disposal of property, plant and equipment, and $0.7 million of change in operating lease right of use asset.

This was partially offset by:

- a $36.9 million decrease due to changes in operating assets and liabilities. The decrease was primarily due to the change in accrued expenses, inventories, accounts receivable, prepaid expenses and other current assets, and other assets, partially offset by the change in accounts payable.

2024

Net cash provided by operating activities of $47.8 million for the six months ended June 30, 2024 was primarily attributed to:

- $68.9 million of net income, adjusted for reconciling non-cash items, which excludes $52.0 million of non-cash items related to $33.3 million of depreciation and amortization, $25.8 million of share-based compensation including amortization of warrants, $1.0 million of write-off and amortization of deferred financing costs and loan discount, $0.8 million of change in operating lease right of use asset, $0.7 million of reserve for inventory obsolescence and $0.3 million of loss on disposal of property, plant and equipment, partially offset by $9.9 million of gain on equity investment.

This was partially offset by:

- a $21.1 million decrease due to changes in operating assets and liabilities. The decrease was primarily due to the changes in accounts receivable, inventories, prepaid expenses and other current assets, other assets, accounts payable, and operating lease liability, primarily offset by the change in accrued expenses.

Net Cash Used in Investing Activities

2025

Net cash used in investing activities of $59.9 million for the six months ended June 30, 2025 was primarily attributed to:

- $59.9 million of capital expenditures related to Freshpet Kitchens, plant recurring capital expenditures, expenditures relating to investment in fridges, and other capital spend.

2024

Net cash used in investing activities of $94.8 million for the six months ended June 30, 2024 was primarily attributed to:

- $94.8 million of capital expenditures related to Freshpet Kitchens, plant recurring capital expenditures, expenditures relating to investment in fridges, and other capital spend.

Net Cash (Used in) Provided by Financing Activities

2025

Net cash used in financing activities of $3.7 million for the six months ended June 30, 2025, was primarily attributed to:

- $2.9 million for tax withholdings related to net share settlements of restricted stock units; and
- $1.0 million for principal payments under finance lease obligations.

This was partially offset by:
- $0.2 million cash proceeds from the exercise of stock options.

2024

Net cash provided by financing activities of $1.8 million for the six months ended June 30, 2024 was primarily attributed to:
- $4.2 million cash proceeds from the exercise of stock options.

This was partially offset by:
- $1.4 million for tax withholdings related to net share settlements of restricted stock units; and
- $1.0 million for principal payments under finance lease obligations.

Indebtedness

For a discussion of our material indebtedness, see Note 5 to our (unaudited) condensed consolidated financial statements included in this report.

Contractual Obligations

There were no material changes to our commitments under contractual obligations, as disclosed in our Annual Report, except as noted in Note 7 - Leases and Note 11 - Commitments and Contingencies to our (unaudited) condensed consolidated financial statements.

Critical Accounting 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 ("U.S. 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.

There have been no material changes to our critical accounting estimates as compared to the critical accounting policies and estimates described in our Annual Report.

Recent Accounting Pronouncements

Recently Issued Accounting Pronouncements:

See Note 1 - Summary of Significant Accounting Policies of our (unaudited) condensed consolidated financial statements for additional information.

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 were assessed and determined to be either not applicable or are expected to have minimal impact to our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risks

Interest Rate Risk

During periods of rising interest rates, our cost of borrowing could increase, the fair value of our investments could be affected, and it could constrain the purchasing power of our customers.

Commodity Price and Inflation Risk

We purchase certain products and services that are affected by commodity prices, including, but not limited to, agricultural products. These products are subject to price volatility caused by weather, market conditions, disease, government programs and policies, labor availability and availability of similar or competitive products, 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.

Inflation

Our profitability is dependent, among other things, on our ability to anticipate and react to changes in the costs of key operating resources, including food and other raw materials, labor, energy and other supplies and services. Substantial increases in costs and expenses could impact our operating results to the extent that such increases cannot be passed along to our customers.

While generally we have been able to offset inflation and other changes in the costs of key operating resources through price increases, productivity improvements and greater economies of scale, our price increases are not always implemented immediately, which can cause us to temporarily absorb increased cost. Further, there can be no assurance that we will be able to continue to effectively implement such offsets in the future. From time to time, competitive conditions could limit our pricing flexibility. In addition, macroeconomic conditions could make additional price increases imprudent. There can be no assurance that all future cost increases can be offset by increased prices or that increased prices will be fully absorbed without any resulting changes in product purchasing patterns.

Foreign Exchange Rates

Fluctuations in the currencies of countries where the Company operates outside the U.S. may impact our financial results. The Company is exposed to movements in the British pound sterling, Euro and Canadian Dollar. 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 our consolidated revenue for the six months ended June 30, 2025 recognized in Europe was less than 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 Interest and Other Income, 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 June 30, 2025, 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

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that 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

We are currently involved in various claims and legal actions that arise in the ordinary course of our business. While the results of such litigation proceedings cannot be predicted with certainty, management believes none of these claims or proceedings are expected to have a material adverse effect on our business, financial condition, results of operations or cash flows. See Note 11 - Commitments and Contingencies for additional discussion of pending litigation.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously reported under Part I, Item 1A. "Risk Factors" in our Annual Report. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may materially affect our business, financial condition and/or operating results.

Item 5. Other Information

Insider Trading Arrangements

Our directors and executive officers may from time to time enter into plans or other arrangements for the purchase or sale of our shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1 trading arrangements under the Exchange Act.

During the fiscal quarter ended June 30, 2025, none of our directors or officers informed us of the adoption or termination of a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as those terms are defined in Regulation S-K, Item 408.

Item 6. Exhibits

Exhibit No.	Description
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*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document.
EX-101.SCH*	Inline XBRL Taxonomy Extension Schema Document
EX-101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
EX-101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
EX-101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
EX-101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
EX-104	Inline XBRL Formatted Cover Page (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

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: August 4, 2025	**FRESHPET, INC.**
	/s/ William B. Cyr William B. Cyr Chief Executive Officer (Principal Executive Officer)
	/s/ Todd Cunfer Todd Cunfer Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

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 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: August 4, 2025

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

Exhibit 31.2

CERTIFICATIONS

I, Todd Cunfer, 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 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: August 4, 2025

/s/ Todd Cunfer

Todd Cunfer
Chief Financial Officer

Exhibit 32.1

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 June 30, 2025, 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: August 4, 2025

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

/s/ Todd Cunfer
Todd Cunfer
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.