

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

GARY CURRAN, Individually and on Behalf of All Others Similarly Situated, Civil Action No. 16-2263(MCA)(LDW)

Plaintiff,

vs.

FRESHPET, INC., et al.,

Defendants.

**REPLY BRIEF IN FURTHER SUPPORT OF LEAD PLAINTIFF'S MOTION FOR
FINAL APPROVAL OF SETTLEMENT AND APPROVAL OF THE PLAN OF
ALLOCATION AND LEAD COUNSEL'S MOTION FOR AN AWARD OF
ATTORNEY'S FEES AND EXPENSES AND AWARD TO LEAD PLAINTIFF
PURSUANT TO §78u-4(a)(4)**

James E. Cecchi
Lindsey H. Taylor
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Lead Counsel for Lead Plaintiff

[Additional counsel appear on signature page.]

Lead Plaintiff Alaska Electrical Pension Fund (“Lead Plaintiff” or “AEPF”) respectfully submits this reply memorandum of law in further support of its motion for final approval of the proposed Settlement, approval of the Plan of Allocation of settlement proceeds, approval of Lead Counsel’s motion for an award of attorneys’ fees and expenses, and an award to Lead Plaintiff pursuant to 15 U.S.C. §78u-4(a)(4) (ECF Nos. 143-144) (the “Motions”).

I. THE SETTLEMENT CLASS’ REACTION TO THE SETTLEMENT IS OVERWHELMINGLY POSITIVE

Lead Plaintiff and Lead Plaintiff’s counsel are very pleased to advise the Court of the overwhelmingly positive reaction of the Settlement Class to the Motions.

Pursuant to the Court’s November 20, 2019 Order Preliminarily Approving Settlement and Providing for Notice (ECF No. 141), Gilardi & Co. LLC (“Gilardi”) was appointed to supervise and administer the notice procedure as well as to process claims in connection with the proposed Settlement of the above-captioned Litigation (the “Litigation”). *See* Declaration of Ross D. Murray Regarding Notice Dissemination, Publication, and Requests for Exclusion Received To Date (“Murray Decl.”), ¶2 (ECF No. 143-4). On November 27, 2019, Gilardi caused the Summary Notice to be published in *The Wall Street Journal* and transmitted over *Business Wire*. *Id.*, ¶12. In addition, Gilardi established and maintains a website dedicated to this proposed Settlement (www.FreshpetSecuritiesSettlement.com) and a toll-free telephone helpline, 1-866-763-9501, to accommodate potential Settlement Class Member inquiries. *Id.*, ¶¶13-14. As of January 27, 2020, Gilardi mailed 15,690 copies of the Claim Package to Settlement Class Members and their nominees. *See* Supplemental Declaration of Ross D. Murray Regarding Notice Dissemination and Requests for Exclusion Received to Date (“Supplemental Murray Decl.”), ¶3, filed herewith. Since January 27, 2020, Gilardi has mailed an additional 1,757 copies of the Claim Package in response to additional requests from potential Settlement Class Members, brokers, and nominees,

or as a result of mail returned as undeliverable for which a new address was identified and re-mailed to that new address. *Id.*, ¶4. Therefore, as of February 24, 2020, Gilardi has mailed a total of 17,447 Claim Packages to potential Settlement Class Members and nominees. *Id.*

The February 12, 2020 deadline for objections and exclusions has passed and Gilardi received zero objections to the Settlement and the related relief, and only one (1) request for exclusion from the Settlement Class. It is also noteworthy that no public pension fund or other large institutional investor has objected to the Settlement, the Plan of Allocation, the request for attorneys' fees and expenses, or the award to Lead Plaintiff, or requested exclusion from the Settlement Class.

The Third Circuit considers the reaction of the class to be an important factor in connection with the approval of a proposed class action settlement and a request for attorneys' fees and expenses. *See Girsh v. Jepson*, 521 F.2d 153, 157 (3d Cir. 1975); *Gunter v. Ridgewood Energy Corp.*, 223 F.3d 190, 195 n.1 (3d Cir. 2000).

The fact that the Settlement Class' reaction here is resoundingly positive is strong evidence that the Settlement is fair, adequate, and in the best interests of the Settlement Class. "[T]he Third Circuit Court of Appeals has recognized the practical conclusion that it is generally appropriate to assume that 'silence constitutes tacit consent to the agreement' in the class settlement context." *Harlan v. Transworld Sys., Inc.*, No. 13-5882, 2015 WL 505400, at *8 (E.D. Pa. Feb. 6, 2015) (quoting *Bell Atl. Corp. v. Bolger*, 2 F.3d 1304, 1313 n.15 (3d Cir. 1993)). "The vast disparity between the number of potential class members who received notice of the Settlement and the number of objectors creates a strong presumption . . . in favor of the Settlement." *In re Cendant Corp. Litig.*, 264 F.3d 201, 235 (3d Cir. 2001); *see also Beneli v. BCA Fin. Servs., Inc.*, 324 F.R.D. 89, 102 (D.N.J. 2018) ("facts indicate a strong positive reaction by Settlement Class members to

the Agreement and heavily weighs in favor of approving settlement”). As noted, there have been no objections to any aspect of the Settlement, the Plan of Allocation, or the request for attorneys’ fees and expenses and there has been only one request for exclusion. Similarly, the fact that there are no objections to the proposed Plan of Allocation provides strong support for the plan. *See Maley v. Del Glob. Techs. Corp.*, 186 F. Supp. 2d 358, 367 (S.D.N.Y. 2002) (finding that “the favorable reaction of the Class supports approval of the proposed Plan of Allocation”).

Finally, it is well recognized that no or minimal objections to a fee request represents powerful evidence that the request is fair. *See, e.g., In re Schering-Plough Corp. Enhance ERISA Litig.*, No. 08-1432 (DMC) (JAD), 2012 WL 1964451, at *6 (D.N.J. May 31, 2012) (“The lack of objections to the requested attorneys’ fees supports the request, especially because the settlement class includes large, sophisticated institutional investors.”) (quoting *Smith v. Dominion Bridge Corp.*, No. 96-7580, 2007 WL 1101272, at *8 (E.D. Pa. Apr. 11, 2007)); *In re Aetna Inc. Sec. Litig.*, No. Civ. A. MDL 1219, 2001 WL 20928, at *15 (E.D. Pa. Jan. 4, 2001) (“[T]he Class members’ view of the attorneys’ performance, inferred from the lack of objections to the fee petition, supports the fee award.”). Thus, not only does Lead Plaintiff endorse the fee request,¹ but Settlement Class Members appear to do so as well.

Accordingly, the overwhelmingly positive response of the Settlement Class here fully supports the approval of the Settlement, Plan of Allocation, award of attorneys’ fees and expenses,

¹ *See* Declaration of Gregory Stokes in Support of Lead Plaintiff’s Motion for Final Approval of the Settlement and Plan of Allocation and for Lead Counsel’s Motion for an Award of Attorneys’ Fees and Expenses and an Award to Lead Plaintiff Pursuant to 15 U.S.C. §78u-4(a)(4) (ECF No. 143-3), ¶7; *see also In re Cendant Corp. Litig.*, Nos. 00-2769, 00-3653 (3rd Cir. Dec. 2000), Brief of the Securities and Exchange Commission as *Amicus Curiae* in Support of Appellants on the Issues Specified, at 6 (“Where the lead plaintiff possesses the qualities and acts in the manner contemplated by Congress, the district court should rely, . . . in awarding attorney fees, on the lead plaintiff’s judgment and efforts.”) (<https://www.sec.gov/litigation/briefs/cendnt.htm>).

and Lead Plaintiff's requested fee award. Lead Plaintiff and Lead Plaintiff's counsel respectfully submit that the Settlement Class' positive reaction serves as additional compelling evidence that the Settlement, the Plan of Allocation, and the fee and expense requests, and the award to Lead Plaintiff are fair and reasonable and should be approved by the Court.

II. CONCLUSION

For the reasons set forth herein and in Lead Plaintiff's and Lead Plaintiff's counsel's initial memoranda of law and declarations in support of their Motions, Lead Plaintiff and Lead Plaintiff's counsel respectfully request that the Court approve the proposed Settlement as fair, reasonable, and adequate; approve the proposed Plan of Allocation; approve Lead Plaintiff's counsel's request for an award of attorneys' fees and payment of litigation expenses; and approve Lead Plaintiff's fee award pursuant to 15 U.S.C. §78u-4(a)(4).

DATED: February 26, 2020

Respectfully submitted,

CARELLA, BYRNE, CECCHI,
OLSTEIN, BRODY & AGNELLO, P.C.
Liaison Counsel for Lead Plaintiff

By: /s/ James E. Cecchi

JAMES E. CECCHI

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Liaison Counsel for Lead Plaintiff

Samuel H. Rudman
Alan I. Ellman
Avital O. Malina
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(631) 367-7100

Lead Counsel for Lead Plaintiff

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

GARY CURRAN, Individually and on Behalf)	No. 2:16-cv-02263-MCA-LDW
of All Others Similarly Situated,)	
) <u>CLASS ACTION</u>
Plaintiff,)	
) SUPPLEMENTAL DECLARATION OF
vs.)	ROSS D. MURRAY REGARDING NOTICE
) DISSEMINATION AND REQUESTS FOR
FRESHPET, INC., et al.,)	EXCLUSION RECEIVED TO DATE
)
Defendants.)	
)

I, ROSS D. MURRAY, declare:

1. I am employed as a Vice President of Securities by Gilardi & Co. LLC (“Gilardi”), located at 3301 Kerner Blvd., San Rafael, California. Pursuant to this Court’s November 20, 2019 Order Preliminarily Approving Settlement and Providing for Notice (“Preliminary Approval Order”), Gilardi was appointed to supervise and administer the notice procedure as well as the processing of claims in connection with the proposed Settlement of the above-captioned litigation (the “Litigation”).

2. I submit this declaration as a supplement to my earlier declaration, the Declaration of Ross D. Murray Regarding Notice Dissemination, Publication, and Requests for Exclusion Received to Date, dated January 27, 2020 (the “Initial Mailing Declaration”). The following statements are based on my personal knowledge and information provided to me by other Gilardi employees and, if called to testify I could and would do so competently.

UPDATE ON DISSEMINATION OF THE CLAIM PACKAGE

3. As more fully detailed in the Initial Mailing Declaration, as of January 27, 2020, Gilardi had mailed 15,690 copies of the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) and the Proof of Claim and Release form (the “Proof of Claim”) (collectively, the “Claim Package”) to potential Class Members and their nominees. *See* Initial Mailing Declaration, ¶11.

4. Since January 27, 2020, Gilardi has mailed an additional 1,757 copies of the Claim Package in response to additional requests from potential Class Members, brokers, and nominees and as a result of mail returned as undeliverable for which a new address was identified and re-mailed to that new address. Therefore, as of February 24, 2020, Gilardi has mailed a total of 17,447 Claim Packages to potential Class Members and nominees.

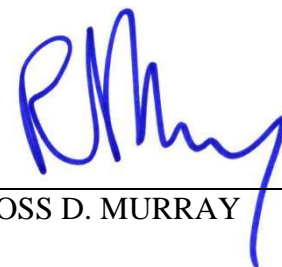
REQUESTS FOR EXCLUSION RECEIVED TO DATE

5. Pursuant to the Preliminary Approval Order, the Notice informed potential Class Members that written requests for exclusion from the Class were to be mailed to *Freshpet Securities Settlement*, Claims Administrator, c/o Gilardi & Co. LLC, EXCLUSIONS, 3301 Kerner Blvd., San Rafael, CA 94901, such that they were postmarked no later than February 12, 2020. As reported in the Initial Mailing Declaration, as of January 27, 2020, Gilardi had not received any requests for exclusion from the Class at this mailing address. See Initial Mailing Declaration, ¶16.

6. Since the Initial Mailing Declaration was executed, and as of the date of this declaration, Gilardi has received one request for exclusion, a redacted copy of which is attached as Exhibit A.

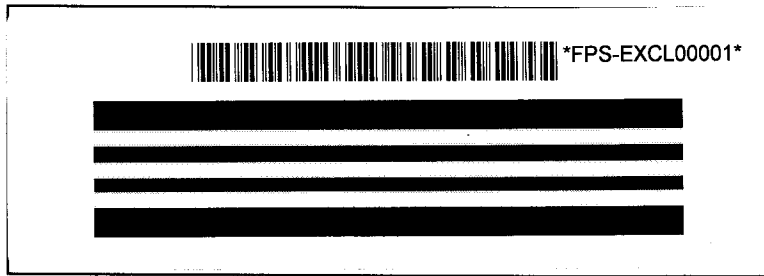
7. This request for exclusion was not mailed to the correct mailing address. Instead it was mailed to the claim submission Post Office Box, *Freshpet Securities Settlement*, Claims Administrator, c/o Gilardi & Co. LLC, P.O. Box 43313, Providence, RI, 02940-3313, in an envelope intended for the submission of Proofs of Claim. As such, while the date it was received at that address was January 6, 2020, the exclusion was identified during claims processing on February 12, 2020.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 24th day of February, 2020, at San Rafael, California.



ROSS D. MURRAY

EXHIBIT A



RECEIVED *GE*
JAN 08 2020
CLAIMS CENTER

Exclusion Cover Page

Case Name: FreshPet, Inc

Case Code: FPS

Exclusion Deadline: February 18, 2020 (Postmark Date)

Name of Person Filing Exclusion: Anthony Mauro

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees or others acting in a representative capacity on behalf of a Settlement Class Member must complete and sign this claim on behalf of persons represented by them, and submit evidence of their current authority to act on behalf of that Settlement Class Member, including that your titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Freshpet Common Stock" to supply all required details of your transaction(s) in Freshpet common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to **all** of your purchases or acquisitions and **all** of your sales of Freshpet common stock which took place during the period April 1, 2015 through and including May 17, 2018, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to **all** of the shares of Freshpet common stock you held at the close of trading on March 31, 2015, November 11, 2015, and May 17, 2018. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Freshpet common stock. The date of a "short sale" is deemed to be the date of sale of Freshpet common stock.

For each transaction, copies of broker confirmations or other documentation of your transactions in Freshpet common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. This is different from the online submission process that is available at www.FreshpetSecuritiesSettlement.com. All claimants **must** submit a manually signed paper Proof of Claim whether or not they also submit electronic copies. If you have a large number of transactions and wish to file your claim electronically, you must contact the Claims Administrator at edata@gilardi.com to obtain the required file layout.

1-6-2020

To whom this may concern,

This is Anthony Mauro, I'm writing
this letter to be Excluded from this
class action.

Thank you

Anthony Mauro

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

GARY CURRAN, Individually and on Behalf of All Others Similarly Situated,)	No. 2:16-cv-02263-MCA-LDW
)	<u>CLASS ACTION</u>
Plaintiff,)	
vs.)	
FRESHPET, INC., et al.,)	
Defendants.)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Curran v. Freshpet, Inc., et al.*, No. 2:16-cv-02263-MCA-LDW (D.N.J.) (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. **YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN FEBRUARY 18, 2020, ADDRESSED AS FOLLOWS:**

Freshpet Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43313
Providence, RI 02940-3313

Online Submissions: www.FreshpetSecuritiesSettlement.com

If you are NOT a Member of the Settlement Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Member of the Settlement Class and you did not timely request exclusion, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or acquired Freshpet, Inc. ("Freshpet") common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired Freshpet common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the Freshpet common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE FRESHPET COMMON STOCK UPON WHICH THIS CLAIM IS BASED.



RECEIVED
JAN 08 2020
By _____

Freshpet Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43313
Providence, RI 02940-3313

FPS



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Lindsey H. Taylor
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Lead Counsel for Lead Plaintiff

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

GARY CURRAN, Individually and on Behalf of All Others Similarly Situated, Civil Action No. 16-2263(MCA)(LDW)

Plaintiff,

vs.

FRESHPET, INC., et al.,

Defendants.

**FINAL JUDGMENT AND ORDER OF
DISMISSAL WITH PREJUDICE**

THIS MATTER came before the Court pursuant to the Order Preliminarily Approving Settlement and Providing for Notice (“Notice Order”) dated November 20, 2019, on the application of the parties for approval of the Settlement set forth in the Stipulation of Settlement dated October 2, 2019 (the “Stipulation”). Due and adequate notice having been given to the Settlement Class as required in said Notice Order, and the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefore,

IT IS THIS day of March, 2020

ORDERED, ADJUDGED, AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation, unless otherwise set forth herein.

2. This Court has jurisdiction over the subject matter of the Litigation and over all parties to the Litigation, including all Members of the Settlement Class.

3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, the Court hereby affirms its determination in the Notice Order and finally certifies, for purposes of settlement only, a Settlement Class defined as: all Persons who purchased or otherwise acquired the common stock of Freshpet between April 1, 2015 and November 11, 2015, inclusive (the “Settlement Class Period”), and were allegedly damaged thereby. Excluded from the Settlement Class are: (i) Freshpet; (ii) the Individual Defendants; (iii) members of the families of each Individual Defendant; (iv) any entity in which any Defendant has a controlling interest; (v) the officers and directors of Freshpet during the Settlement Class Period; and (vi) the legal representatives, heirs, successors or assigns of any such excluded party.

4. Also excluded from the Settlement Class is any Settlement Class Member that validly and timely requested exclusion in accordance with the requirements set by the Court.

5. The Court finds that: (a) the Members of the Settlement Class are so numerous that joinder of all Settlement Class Members in the Settlement Class is impracticable; (b) there are questions of law and fact common to the Settlement Class which predominate over any individual questions; (c) the claims of Lead Plaintiff are typical of the claims of the Settlement Class; (d) the Lead Plaintiff and its counsel have fairly and adequately represented and protected the Members of

the Settlement Class; (3) a class action is superior to other available methods for the fair and efficient adjudication of the controversy, considering (i) the interests of the Members of the Settlement Class individually controlling the prosecution with separate actions; (ii) the extent and nature of any litigation concerning the controversy already commenced by Members of the Settlement Class; (iii) the desirability or undesirability of concentrating the litigation of these claims in this particular forum; and (iv) the difficulties likely to be encountered in the management of the class action.

6. Pursuant to Federal Rule of Civil Procedure 23, the Court hereby approves the Settlement set forth in the Stipulation and finds that:

(a) said Stipulation and the Settlement contained therein, are, in all respects, fair, reasonable, and adequate and in the best interest of the Settlement Class;

(b) there was no collusion in connection with the Stipulation;

(c) the Stipulation was the product of informed, arm's-length negotiations among competent, able counsel; and

(d) the record is sufficiently developed and complete to have enabled Lead Plaintiff and Defendants to have adequately evaluated and considered their positions.

7. Accordingly, the Court authorizes and directs implementation and performance of all the terms and provisions of the Stipulation, as well as the terms and provisions hereof. Except as to any individual claim of those Persons (identified in Exhibit 1 attached hereto) who have validly and timely requested exclusion from the Settlement Class, the Court hereby dismisses the Litigation and all claims asserted therein with prejudice. The Settling Parties are to bear their own costs, except as and to the extent provided in the Stipulation and herein.

8. Upon the Effective Date, and as provided in the Stipulation, Lead Plaintiff shall, and each of the Settlement Class Members shall be deemed to have, and by operation of this Judgment

shall have, fully, finally, and forever released, relinquished, and discharged all Released Claims against the Released Persons (including Unknown Claims), whether or not such Settlement Class Member executes and delivers the Proof of Claim and Release form or shares in the Net Settlement Fund. Claims to enforce the terms of the Stipulation are not released.

9. Upon the Effective Date, and as provided in the Stipulation, all Settlement Class Members and anyone claiming through or on behalf of any of them, will be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal, or administrative forum, asserting any of the Released Claims against any of the Released Persons.

10. Upon the Effective Date, and as provided in the Stipulation, each of the Released Persons shall be deemed to have, and by operation of this Judgment shall have, fully, finally, and forever released, relinquished, and discharged all Released Defendants' Claims (including Unknown Claims) against the Lead Plaintiff, each and all of the Settlement Class Members, and Lead Plaintiff's Counsel. Claims to enforce the terms of the Stipulation or any order of the Court in the Litigation are not released.

11. The Notice of Pendency and Proposed Settlement of Class Action given to the Settlement Class was the best notice practicable under the circumstances, including the individual notice to all Members of the Settlement Class who could be identified through reasonable effort. Said notice provided the best notice practicable under the circumstances of those proceedings and of the matters set forth therein, including the proposed Settlement set forth in the Stipulation, to all Persons entitled to such notice, and said notice fully satisfied the requirements of Federal Rule of Civil Procedure 23 and the requirements of due process.

12. Any Plan of Allocation submitted by Lead Counsel or any order entered regarding any attorneys' fee and expense application shall in no way disturb or affect this Judgment and shall be considered separate from this Judgment.

13. Neither the Stipulation nor the Settlement contained therein, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is, or may be deemed to be, or may be used as an admission of, or evidence of, the validity of any Released Claim, or of any wrongdoing or liability of the Defendants or their respective Related Parties, or (b) is, or may be deemed to be, or may be used as an admission of, or evidence of, any fault or omission of any of the Defendants or their respective Related Parties in any civil, criminal, or administrative proceeding in any court, administrative agency, or other tribunal. The Defendants and/or their respective Related Parties may file the Stipulation and/or this Judgment from this Litigation in any other action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, release, good faith settlement, judgment bar or reduction, or any theory of claim preclusion or issue preclusion or similar defense or counterclaim.

14. Without affecting the finality of this Judgment in any way, this Court hereby retains continuing jurisdiction over: (a) implementation of this Settlement and any award or distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the Settlement Fund; (c) hearing and determining applications for attorneys' fees, expenses, and interest in the Litigation; and (d) all parties herein for the purpose of construing, enforcing, and administering the Stipulation.

15. The Court finds that during the course of the Litigation, the Settling Parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11.

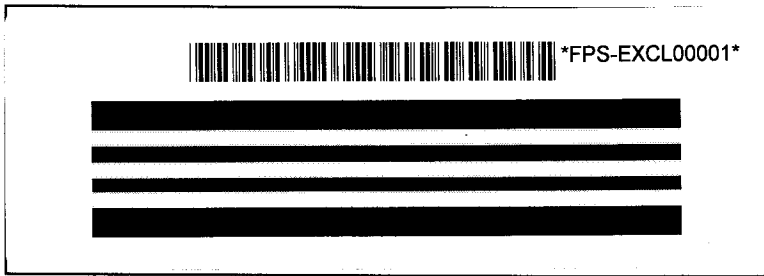
16. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation, or the Effective Date does not occur, or in the event that the Settlement Fund, or any portion thereof, is returned to the Defendants or their insurers, then this Judgment shall be rendered null and void to the extent provided by and in accordance with the Stipulation and shall be vacated and, in such event, all orders entered and releases delivered in connection herewith shall be null and void to the extent provided by and in accordance with the Stipulation, and the Settling Parties shall revert to their respective positions in the Litigation as of July 25, 2019, as provided in the Stipulation.

17. Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of the Stipulation.

18. The Court directs immediate entry of this Judgment by the Clerk of the Court.

MADELINE COX ARLEO, U.S.D.J.

EXHIBIT 1



RECEIVED *GE*

JAN 08 2020

CLAIMS CENTER

Exclusion Cover Page

Case Name: FreshPet, Inc

Case Code: FPS

Exclusion Deadline: February 18, 2020 (Postmark Date)

Name of Person Filing Exclusion: Anthony Mauro

All joint purchasers or acquirers must sign this claim. Executors, administrators, guardians, conservators, and trustees or others acting in a representative capacity on behalf of a Settlement Class Member must complete and sign this claim on behalf of persons represented by them, and submit evidence of their current authority to act on behalf of that Settlement Class Member, including that your titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II of this form entitled "Schedule of Transactions in Freshpet Common Stock" to supply all required details of your transaction(s) in Freshpet common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to *all* of your purchases or acquisitions and *all* of your sales of Freshpet common stock which took place during the period April 1, 2015 through and including May 17, 2018, whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to *all* of the shares of Freshpet common stock you held at the close of trading on March 31, 2015, November 11, 2015, and May 17, 2018. Failure to report all such transactions may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

The date of covering a "short sale" is deemed to be the date of purchase of Freshpet common stock. The date of a "short sale" is deemed to be the date of sale of Freshpet common stock.

For each transaction, copies of broker confirmations or other documentation of your transactions in Freshpet common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

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1-6-2020

To whom this may concern,

This is Anthony Mauro, I'm writing
this letter to be Excluded from this
class action.

Thank you

Anthony Mauro

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

GARY CURRAN, Individually and on Behalf of All Others Similarly Situated,)	No. 2:16-cv-02263-MCA-LDW
)	<u>CLASS ACTION</u>
Plaintiff,)	
)	
vs.)	
FRESHPET, INC., et al.,)	
)	
Defendants.)	

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Curran v. Freshpet, Inc., et al.*, No. 2:16-cv-02263-MCA-LDW (D.N.J.) (the "Litigation"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely and properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may not receive any recovery from the Net Settlement Fund created in connection with the proposed Settlement.

2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.

3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, NO LATER THAN FEBRUARY 18, 2020, ADDRESSED AS FOLLOWS:

Freshpet Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43313
Providence, RI 02940-3313

Online Submissions: www.FreshpetSecuritiesSettlement.com

If you are NOT a Member of the Settlement Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action ("Notice"), DO NOT submit a Proof of Claim.

4. If you are a Member of the Settlement Class and you did not timely request exclusion, you will be bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

II. CLAIMANT IDENTIFICATION

If you purchased or acquired Freshpet, Inc. ("Freshpet") common stock and held the certificate(s) in your name, you are the beneficial purchaser or acquirer as well as the record purchaser or acquirer. If, however, you purchased or acquired Freshpet common stock and the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser or acquirer and the third party is the record purchaser or acquirer.

Use Part I of this form entitled "Claimant Identification" to identify each purchaser or acquirer of record ("nominee"), if different from the beneficial purchaser or acquirer of the Freshpet common stock that forms the basis of this claim. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR ACQUIRER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OR ACQUIRER(S) OF THE FRESHPET COMMON STOCK UPON WHICH THIS CLAIM IS BASED.



RECEIVED
JAN 08 2020
By _____

Freshpet Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43313
Providence, RI 02940-3313

FPS



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Lead Counsel for Lead Plaintiff

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

GARY CURRAN, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

FRESHPET, INC., et al.,

Defendants.

Civil Action No. 16-2263(MCA)(LDW)

**ORDER AWARDING ATTORNEYS'
FEES AND EXPENSES AND AWARD TO
LEAD PLAINTIFF PURSUANT TO 15
U.S.C. §78U-4(A)(4)**

THIS MATTER having come before the Court on March 4, 2020, on the motion of Lead Counsel for an award of attorneys' fees and expenses (the "Fee Motion"), the Court, having considered all papers filed and proceedings conducted herein, having found the Settlement of this Litigation to be fair, reasonable and adequate, and otherwise being fully informed in the premises and good cause appearing therefore;

IT IS THIS day of March, 2020

ORDERED, ADJUDGED, AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation of Settlement dated October 2, 2019 (the “Stipulation”), and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Settlement Class who have not timely and validly requested exclusion.

3. Notice of Lead Counsel’s Fee Motion was given to all Settlement Class Members who could be located with reasonable effort. The form and method of notifying the Settlement Class of the Fee Motion met the requirements of Rule 23 of the Federal Rules of Civil Procedure and 15 U.S.C. §78u-4(a)(7), the Securities Exchange Act of 1934, as amended by the Private Securities Litigation Reform Act of 1995, due process, and any other applicable law, constituted the best notice practicable under the circumstances, and constituted due and sufficient notice to all persons and entities entitled thereto.

4. The Court hereby awards Lead Counsel attorneys’ fees of 30% of the Settlement Amount, plus expenses in the amount of \$456,411.38, together with the interest earned on both amounts for the same time period and at the same rate as that earned on the Settlement Fund until paid. The Court finds that the amount of fees awarded is appropriate and that the amount of fees awarded is fair and reasonable under the “percentage-of-recovery” method.

5. The awarded attorneys’ fees and expenses and interest earned thereon, shall be paid to Lead Counsel subject to the terms, conditions, and obligations of the Stipulation, and in particular, ¶6.2 thereof, which terms, conditions, and obligations are incorporated herein.

6. In making this award of fees and expenses to Lead Counsel, the Court has considered and found that:

(a) the Settlement has created a fund of \$10,100,000.00 in cash that is already on deposit, and numerous Settlement Class Members who submit, or have submitted, valid Proof of Claim and Release forms will benefit from the Settlement created by Lead Plaintiff's counsel;

(b) over 17,400 copies of the Notice were disseminated to potential Settlement Class Members indicating that Lead Counsel would move for attorneys' fees in an amount not to exceed 30% of the Settlement Amount and for expenses in an amount not to exceed \$500,000, plus interest earned on both amounts, and no objections to the fees or expenses were filed by Settlement Class Members;

(c) Lead Plaintiff's counsel have pursued the Litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(d) Lead Plaintiff's counsel have expended substantial time and effort pursuing the Litigation on behalf of the Settlement Class;

(e) Lead Plaintiff's counsel pursued the Litigation on a contingent basis, having received no compensation during the Litigation, and any fee amount has been contingent on the result achieved;

(f) the Litigation involves complex factual and legal issues and, in the absence of settlement, would involve lengthy proceedings whose resolution would be uncertain;

(g) had Lead Plaintiff's counsel not achieved the Settlement, there would remain a significant risk that the Settlement Class may have recovered less or nothing from Defendants;

(h) Lead Plaintiff's counsel have devoted over 10,600 hours, with a lodestar value of \$5,945,451, to achieve the Settlement;

(i) public policy concerns favor the award of reasonable attorneys' fees and expenses in securities class action litigation; and

(j) the attorneys' fees and expenses awarded are fair and reasonable and consistent with awards in similar cases within the Third Circuit.

7. Any appeal or any challenge affecting this Court's approval regarding the Fee Motion shall in no way disturb or affect the finality of the Judgment entered with respect to the Settlement.

8. Pursuant to 15 U.S.C. §78u-4(a)(4), the Court awards \$9,360.00 to Lead Plaintiff Alaska Electrical Pension Fund for the time it spent directly related to its representation of the Settlement Class.

9. In the event that the Settlement is terminated or does not become Final or the Effective Date does not occur in accordance with the terms of the Stipulation, this Order shall be rendered null and void to the extent provided in the Stipulation and shall be vacated in accordance with the Stipulation.

MADELINE COX ARLEO, U.S.D.J.

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Lead Counsel for Lead Plaintiff

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

GARY CURRAN, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

FRESHPET, INC., et al.,

Defendants.

Civil Action No. 16-2263(MCA)(LDW)

**ORDER APPROVING PLAN OF
ALLOCATION**

THIS MATTER having come before the Court on March 4, 2020, on Lead Plaintiff's motion for approval of the Plan of Allocation in the above-captioned action; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises;

IT IS THIS day of March, 2020

ORDERED, ADJUDGED, AND DECREED that:

1. This Order incorporates by reference the definitions in the Stipulation of Settlement dated October 2, 2019 (the “Stipulation”), and all capitalized terms used, but not defined herein, shall have the same meanings as set forth in the Stipulation.

2. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all persons who are Settlement Class Members who could be identified with reasonable effort, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.

3. The Court finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) sent to Settlement Class Members provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among the Settlement Class Members, with due consideration having been given to administrative convenience and necessity.

4. This Court finds and concludes that the Plan of Allocation, as set forth in the Notice, is, in all respects, fair and reasonable and the Court approves the Plan of Allocation.

MADELINE COX ARLEO, U.S.D.J.