

Table of Contents**THE OFFERING**

<b>Common Stock offered by the Selling Stockholders</b>	shares (or shares if the underwriters exercise their over-allotment option to purchase additional shares from the selling stockholders in full).
<b>Common Stock issued by us to Non-Management Employees</b>	shares. See "LOYAL3 platform" below.
<b>Common Stock to be Outstanding after this Offering</b>	shares.
<b>Use of Proceeds</b>	We will not receive any proceeds from the sale of shares of our common stock in this offering by the selling stockholders or from the issuance of shares to certain non-management employees. However, we will pay certain expenses, other than underwriting discounts and commissions, associated with this offering. See "Use of Proceeds."
<b>Controlled Company</b>	Upon the closing of this offering, our Sponsor will own approximately million shares, or %, of our outstanding common stock. As a result, we will be a "controlled company" within the meaning of the listing rules, and therefore will be exempt from certain of the corporate governance listing requirements, of the NASDAQ Global Select Market, or NASDAQ.
<b>LOYAL3 platform</b>	At our request, the underwriters have reserved up to 5% of the shares of common stock offered by this prospectus to be offered to certain non-management employees and our customers, partners and individual investors through the LOYAL3 platform. Any purchases of shares in this offering through the LOYAL3 platform will be at the initial public offering price. Up to of the shares offered through the LOYAL3 platform will be allocated among certain non-management employees in amounts determined by us. Such employees will not be required to pay for these shares. See "Underwriting."
<b>Risk Factors</b>	Investing in shares of our common stock involves a high degree of risk. See "Risk Factors" beginning on page 17 of this prospectus for a discussion of factors you should carefully consider before investing in shares of our common stock.
<b>NASDAQ trading symbol</b>	"BUFF."

In this prospectus, the number of shares of our common stock to be outstanding after this offering is based on the number of shares of our common stock outstanding as of , 2015, and excludes:

- shares of common stock issuable upon exercise of stock options outstanding as of , 2015 under our 2012 Blue Buffalo Pet Products, Inc. Stock Purchase and Option Plan, or the 2012 Plan, at a weighted average exercise price of \$ per share; and
- shares of common stock reserved as of the closing date of this offering for future issuance under our 2015 Omnibus Incentive Plan, or the 2015 Plan.