## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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	s of Reporting Person		2. Issuer Name <b>and</b> Ticker or Trading Symbol EVERBRIDGE, INC. [EVBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
ELLERISON	JAIME WALI	LACE		X	Director	10% Owner			
,				x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
C/O EVERBRID	GE, INC.		09/21/2016		President, CEO and C	Chairman			
25 CORPORATE	DRIVE, SUITE	100							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
BURLINGTON	MA	01803		X	Form filed by One Reporti	ng Person			
					Form filed by More than O Person	ne Reporting			
(City)	(State)	(Zip)							

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/21/2016		С		200,591	A	(1)	2,533,920	D	
Common Stock	09/21/2016		<b>S</b> <sup>(2)</sup>		236,548	D	\$11.16 <sup>(2)</sup>	2,297,372	D	
Common Stock								86,956	I	Held of record by one of the Reporting Person's children

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Series A-1 Preferred Stock	(1)	09/21/2016		С			200,591	(1)	(1)	Common Stock	200,591	(1)	0	D	

Explanation of Responses:

1. The Series A-1 Preferred Stock, which had no expiration date, automatically converted to common stock on a 1-for-1 basis upon the completion of the Issuer's initial public offering.

2. The shares were sold in the Issuer's initial public offering, pursuant to a Form S-1 Registration Statement which was declared effective on September 15, 2016. The reported sale price reflects the price at which the shares were sold to the underwriters.

Remarks:

<u>/s/ Richard Segal, Attorney-in-</u> <u>Fact</u>

09/21/2016

Date

\*\* Signature of Reporting Person

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

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

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

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

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