



## Everbridge Announces Closing of Offering of \$375 Million Convertible Senior Notes

March 15, 2021

*Initial Transaction Upsized Due to Oversubscription with a Zero Percent Coupon;*

*Offering Led by Goldman Sachs, J.P. Morgan, Bank of America, and Wells Fargo*

BURLINGTON, Mass.--(BUSINESS WIRE)--Mar. 15, 2021-- [Everbridge](#), Inc. (NASDAQ: EVBG), the global leader in critical event management (CEM), today announced the closing of its previously announced offering of \$375 million aggregate principal amount of 0% convertible senior notes due 2026 (the Notes) in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, which included the full exercise of the initial purchasers' option to purchase \$50 million aggregate principal amount of additional Notes.

Everbridge estimates that the net proceeds from this offering will be approximately \$364 million, after deducting fees and estimated expenses. Everbridge used approximately \$35 million of the net proceeds from the offering of the Notes to pay the cost of certain capped call transactions entered into in connection with the pricing of the Notes and the exercise of the initial purchasers' option to purchase additional Notes. Everbridge also used approximately \$59 million of the net proceeds from this offering and issued 1,288,994 shares to repurchase for cash \$58.6 million aggregate principal amount of Everbridge's existing 1.50% Convertible Senior Notes due 2022 through an individually privately negotiated transaction entered into concurrently with the offering of the Notes.

Neither the Notes, nor any shares of Everbridge common stock issuable upon conversion of the Notes, have been registered under the Securities Act or any state securities laws, and unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Notes, the common stock potentially issuable upon conversion of the Notes or any other securities, and will not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

### **About Everbridge**

[Everbridge, Inc.](#) is a global software company that provides enterprise software applications that automate and accelerate organizations' operational response to critical events in order to Keep People Safe and Businesses Running™.

### **Forward-Looking Statements**

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995 including, without limitation, statements regarding the terms of the offering of the Notes, whether Everbridge will enter into and the extent, and potential effects, of the capped call transactions and the repurchases of the 2022 notes (including the unwind of the existing capped call transactions), if any, the potential dilution to Everbridge's common stock and statements regarding Everbridge's intentions regarding the use of proceeds from the offering. These forward-looking statements are based on the current expectations of the management of Everbridge as of the date of this press release and are subject to risks, uncertainties, changes in circumstances, assumptions and other factors that may cause actual results of Everbridge to be materially different from those reflected in the forward-looking statements. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements include market risks, among others. These and other risks are discussed in Everbridge's filings with the SEC, including, without limitation, Everbridge's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on February 26, 2021. Given these uncertainties, you should not place undue reliance on forward-looking statements, which speak only as of the date hereof. Everbridge is under no obligation, and expressly disclaims any obligation to update or alter any forward-looking statement, whether as a result of new information, future events or otherwise.

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