

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 13, 2020

Everbridge, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37874
(Commission
File Number)

26-2919312
(IRS Employer
Identification No.)

25 Corporate Drive, Suite 400, Burlington, Massachusetts
(Address of principal executive offices)

01803
(Zip Code)

Registrant's telephone number, including area code: (818) 230-9700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	EVBG	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 13, 2020, our Board of Directors unanimously appointed Simon Paris as a member of our Board of Directors, effective immediately, to hold office until our 2021 annual meeting of stockholders and his successor has been duly elected and qualified or his earlier death, resignation or removal. Mr. Paris also will serve as a member of the Nominating and Corporate Governance Committee. The Board has determined that Mr. Paris satisfies the definition of an “independent director” under the Nasdaq listing standards and the Board’s Corporate Governance Guidelines.

Mr. Paris, age 50, has served as Chief Executive Officer at Finastra, one of the largest global financial technology companies, since June 2018. He was Finastra’s President and Deputy Chief Executive Officer from June 2017 to June 2018, and joined Finastra as President in June 2015. Previously, Mr. Paris was President, Industry Cloud at SAP, a global enterprise resource planning software company, from June 2007 to June 2015.

Mr. Paris will be entitled to receive the customary annual compensation paid to our non-employee directors, which currently consists of an annual cash retainer of \$40,000, plus \$4,000 per year for committee membership. Mr. Paris has been granted 5,000 restricted stock units which will vest in increments of 33% on February 28, 2021, 33% on February 28, 2022, and 34% on February 28, 2023, provided that there has not been a termination of continuous service as of each such date. The vesting and other material terms of these stock restricted stock units are the same as those that apply to the non-employee directors’ annual equity awards. In addition, Mr. Paris will receive a grant of restricted stock units with a value of \$100,000 on an annual basis following each annual meeting of stockholders, commencing with the 2021 annual meeting. The material terms of the non-employee directors’ annual compensation are described in our most recent proxy statement filed with the Securities and Exchange Commission on April 5, 2019, under the heading “Director Compensation.”

Mr. Paris does not have any family relationships with any of the Company’s directors or executive officers, is not a party to any transactions of the type listed in Item 404(a) of Regulation S-K, and was not appointed pursuant to any arrangement or understanding with any other person.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 5, 2020
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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 hereunto duly authorized.

Dated: February 14, 2020

Everbridge, Inc.

By: /s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary



Everbridge Appoints Finastra CEO Simon Paris to its Board of Directors

Board appointment reflects Everbridge's rapid growth and investment in Europe as company further expands its critical event management and population warning solutions globally

Burlington, Mass. – February 5, 2020 – Everbridge, Inc. (NASDAQ: EVBG), the global leader in critical event management (CEM), today announced the appointment of Simon Paris to the Everbridge Board of Directors. Paris serves as CEO of London-based Finastra, a leading global Fintech provider of financial solutions and one of the largest software companies in Europe.

“As CEO of one of the largest Fintech software organizations and a recognized strategic thought leader, Simon’s expertise and insight will be a strong addition to our Board,” said Jaime Ellertson, Executive Chairman of the Everbridge Board of Directors. “Simon’s experience driving digital transformation coupled with his broad international experience will be invaluable to Everbridge as we expand enterprise adoption for our CEM platform globally.”

Everbridge currently supports hundreds of businesses and governments across Europe and internationally as evidenced by the signing of one of the leading online brokers in Germany, one of France’s largest banks, a major manufacturer in Mexico and a Fortune 100 financial leader – all in the most recently reported quarter. Additionally, Everbridge now serves 9 of the 10 largest global consulting firms, the three largest banks in Southeast Asia, and a majority of the Global Systemically Important Financial Institutions (G-SiFi). Everbridge Public Warning also serves more European countries than any other population alerting solution, with deployments in Greece, Iceland, the Netherlands and Sweden, and recent international wins in Australia, Peru and Singapore.

“I look forward to collaborating with the Everbridge leadership team as the company builds on the success of its global solutions for helping businesses manage enterprise risk, ensure operational resiliency and protect employees,” said Paris. “The extent of Everbridge’s critical event management capabilities, including its Public Warning countrywide population alerting system, are unmatched in this increasingly turbulent world.”

As CEO of Finastra, Paris oversees a company with ~\$1.9 billion in revenue, ~9,000 employees and over 8,000 customers, including 90 of the top 100 banks globally.

He previously held the role of President, Industry Cloud, at SAP, served as a senior consultant with McKinsey & Company, and was named in *Bank Innovation*’s ‘Innovators to Watch’ list for 2018. Paris chairs the World Trade Board and speaks regularly at large-scale events including the annual World Trade Symposium, Paris FinTech Forum and The Milken Asia Summit.



About Everbridge

Everbridge, Inc. (NASDAQ: EVBG) 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. During public safety threats such as active shooter situations, terrorist attacks or severe weather conditions, as well as critical business events including IT outages, cyber-attacks or other incidents such as product recalls or supply-chain interruptions, over 4,800 global customers rely on the company's Critical Event Management Platform to quickly and reliably aggregate and assess threat data, locate people at risk and responders able to assist, automate the execution of pre-defined communications processes through the secure delivery to over 100 different communication devices, and track progress on executing response plans. The company's platform sent over 3.5 billion messages in 2019 and offers the ability to reach over 500 million people in more than 200 countries and territories, including the entire mobile populations on a country-wide scale in Australia, Greece, Iceland, the Netherlands, Peru, Singapore, Sweden, and a number of the largest states in India. The company's critical communications and enterprise safety applications include Mass Notification, Incident Management, Safety Connection™, IT Alerting, Visual Command Center®, Public Warning, Crisis Management, Community Engagement™ and Secure Messaging. Everbridge serves 8 of the 10 largest U.S. cities, 8 of the 10 largest U.S.-based investment banks, 47 of the 50 busiest North American airports, 9 of the 10 largest global consulting firms, 7 of the 10 largest global auto makers, all 4 of the largest global accounting firms, 9 of the 10 largest U.S.-based health care providers, and 6 of the 10 largest technology companies in the world. Everbridge is based in Boston and Los Angeles with additional offices in Lansing, San Francisco, Beijing, Bangalore, Kolkata, London, Munich, Oslo, Singapore, Stockholm and Tilburg. For more information, visit www.everbridge.com, read the company [blog](#), and follow on [LinkedIn](#), [Twitter](#), and [Facebook](#).

Cautionary Language Concerning Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the anticipated opportunity and trends for growth in our critical communications and enterprise safety applications and our overall business, our market opportunity, our expectations regarding sales of our products, our goal to maintain market leadership and extend the markets in which we compete for customers, and anticipated impact on financial results. These forward-looking statements are made as of the date of this press release and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as "expect," "anticipate," "should," "believe," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "could," "intend," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. Our actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the ability of our products and services to perform as intended and meet our customers' expectations; our ability to attract new customers and retain and increase sales to existing customers; our ability to increase sales of our Mass Notification application and/or ability to increase sales of our other



applications; developments in the market for targeted and contextually relevant critical communications or the associated regulatory environment; our estimates of market opportunity and forecasts of market growth may prove to be inaccurate; we have not been profitable on a consistent basis historically and may not achieve or maintain profitability in the future; the lengthy and unpredictable sales cycles for new customers; nature of our business exposes us to inherent liability risks; our ability to attract, integrate and retain qualified personnel; our ability to successfully integrate businesses and assets that we may acquire; our ability to maintain successful relationships with our channel partners and technology partners; our ability to manage our growth effectively; our ability to respond to competitive pressures; potential liability related to privacy and security of personally identifiable information; our ability to protect our intellectual property rights, and the other risks detailed in our risk factors discussed in filings with the U.S. Securities and Exchange Commission (“SEC”), including but not limited to our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC on March 1, 2019. The forward-looking statements included in this press release represent our views as of the date of this press release. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

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