

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* GRAYSON BRUNS H (Last) (First) (Middle) C/O ABS VENTURES IX, L.P. 950 WINTER STREET (Street) WALTHAM MA 02451 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol EVERBRIDGE, INC. [EVBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	08/23/2017		J ⁽²⁾		780,835	D	\$0.00	2,000,000	I	See footnote 1
Common Stock ⁽³⁾								219,165	I	See footnote 3
Common Stock ⁽³⁾	08/23/2017		J ⁽⁴⁾⁽⁵⁾		118,644	D	\$0.00	0	I	See footnote 3
Common Stock								63,458	D	
Common Stock								12,448	I	By trust for daughter
Common Stock ⁽⁶⁾								2,489	I	See footnote 6

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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) (Instr. 4)	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					

Explanation of Responses:

- Refers to shares held in the name of ABS Ventures IX, L.P. ("ABS"). The reporting person is a managing member of Calvert Capital V LLC ("CCV"), the general partner of ABS, and has shared voting and dispositive power with respect to the shares held by ABS.
- ABS made a pro-rata distribution for no consideration of Common Stock of Everbridge, Inc. (the "Issuer") to its general partner and limited partners on August 23, 2017. The limited partners received 780,835 shares in the distribution. CCV, general partner of ABS, received 219,165 shares in the distribution (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The total number of shares distributed was 1,000,000 shares.
- Refers to shares held by CCV (see footnote 2).
- CCV, a limited liability company organized in a manner similar to a limited partnership, made a pro rata distribution for no consideration to its members on August 23, 2017. 118,644 shares were distributed to certain non-managing members and 100,521 shares were distributed as follows: (i) CCV managing member R. William Burgess, Jr. ("Burgess") received 48,978 shares and his IRA received 1,652 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13), (ii) Calvert Capital Management Company ("CCMC"), a company which is controlled by Burgess and the reporting person, received 2,086 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13),
- (continued from footnote 4) (iii) the reporting person received 37,376 shares and a trust for his daughter (of which he is the sole trustee) received 10,429 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The total number of shares distributed was 219,165 shares.
- Refers to shares held by CCMC (see footnote 4).

/s/ Bruns H. Grayson

08/24/2017

** Signature of Reporting Person

Date

* 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.

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