

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Totton James</u> (Last) (First) (Middle) <u>C/O EVERBRIDGE, INC.</u> <u>25 CORPORATE DRIVE</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EVERBRIDGE, INC. [EVBG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Product Mgmt, Eng & Ops</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			

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						Title
Restricted Stock Unit	\$0.00	02/15/2018		A		25,000		(1)	(2)	Common Stock	25,000	\$0.00	25,000	D	
Performance-based Restricted Stock Unit	\$0.00	02/15/2018		A		25,000		(3)	02/14/2028	Common Stock	25,000	\$0.00	25,000	D	
Employee Stock Option (Right to Buy)	\$33.06	02/15/2018		A		350,000		(4)	02/14/2028	Common Stock	350,000	\$0.00	350,000	D	

Explanation of Responses:

- Represents a grant of restricted stock units under the Everbridge, Inc. 2016 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest 33% on February 1, 2019, 33% on February 1, 2020, and 34% on February 1, 2021, as long as the reporting person remains in the service of Everbridge through the respective vesting date.
- Not applicable
- Represents a grant of performance-based restricted stock units ("PSU") under the Everbridge, Inc. 2016 Equity Incentive Plan. The target number of units is presented in the table. Each PSU represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, 50% of the PSUs will vest on the first date on which the average of the closing price per share of Everbridge common stock, as quoted on the Nasdaq Market, over a consecutive, 30 trading day period (the "Average Closing Price") equals or exceeds \$35 per share, 100% of the PSUs will vest on the first date on which the Average Closing Price equals or exceeds \$45 per share, and 125% of the PSUs will vest on the first date on which the Average Closing Price equals or exceeds \$55 per share. Additional PSUs will vest on a linear scale on a quarterly basis between the dates on which the Average Closing Prices stated above are first achieved.
- 25% of the shares originally subject to the Stock Option will vest and become exercisable on February 15, 2019, and the remaining shares vest in 12 equal quarterly installments thereafter.

Remarks:

Elliot J. Mark, Attorney-in-Fact 02/16/2018

** Signature of Reporting Person Date

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.

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