

**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): December 16, 2022**

**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**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.001 par value per share	EVBG	The NASDAQ Global 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 December 16, 2022, the Board of Directors (the “Board”) of Everbridge, Inc. (the “Company”) appointed David Benjamin and Rohit Ghai to serve as members of the Board, effective January 1, 2023. The Board has determined that each of Messrs. Benjamin and Ghai satisfy the definition of an “independent director” under the Nasdaq listing standards and the Board’s Corporate Governance Guidelines.

Mr. Benjamin, age 51, currently serves as Executive Vice President and Chief Commercial Officer of Blackbaud, Inc. (“Blackbaud”), a cloud software company powering social good, a position he has held since July 2022. He was Executive Vice President and President, International Markets of Blackbaud from April 2018 to July 2022. Prior to joining Blackbaud, Mr. Benjamin served as Senior Vice President and General Manager, EMEA at Box, Inc., a cloud content management platform for businesses, from September 2016 to March 2018.

Mr. Ghai, age 53, has been the Chief Executive Officer of the RSA Group of companies, a provider of identity and access management solutions, since January 2017.

Each of Messrs. Benjamin and Ghai 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 an additional cash retainer per year for committee membership, depending on the committees of the Board to which they are appointed. Each of Messrs. Benjamin and Ghai also will receive an initial grant of restricted stock units (“RSUs”) with a value of \$170,000 based on the closing price of our common stock on the Nasdaq Stock Market on the date of grant, which will vest in full on the first anniversary of the last day of the month of the date of grant, provided that at such vesting date, the director continues to serve on the Board. In addition, on an annual basis commencing with the 2023 annual meeting of stockholders, each of Messrs. Benjamin and Ghai will receive a grant of RSUs with a value of \$170,000 based on the 30-day average closing price of our common stock on the Nasdaq Stock Market through December 31 in the prior year. The vesting and other material terms of these RSUs are the same as those that apply to the other non-employee directors’ annual equity awards. The material terms of the non-employee directors’ compensation are described in our most recent proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 7, 2022, under the heading “Director Compensation.” In addition, Messrs. Benjamin and Ghai will enter into our standard form of indemnification agreement, the form of which has been filed as Exhibit 10.9 to our Registration Statement on Form S-1, filed with the SEC on August 19, 2016.

Neither Mr. Benjamin nor Mr. Ghai has any reportable transactions under Item 404(a) of Regulation S K, and neither was appointed pursuant to any arrangement or understanding with any other person.

Also on December 16, 2022, Jaime Ellertson, Chair of the Board, and Bruns Grayson, a member of the Board, informed us they will be retiring from the Board effective December 31, 2022. Effective January 1, 2023, David Henshall, Vice Chair of the Board, will become Chair of the Board.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press release dated December 20, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

**Everbridge, Inc.**

Date: December 20, 2022

By: /s/ Elliot J. Mark  
Elliot J. Mark

*Senior Vice President*

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## Everbridge Appoints RSA Chief Executive Officer Rohit Ghai and Blackbaud Executive Vice President David Benjamin to its Board of Directors

*Long-time Directors Jaime Ellertson and Bruns Grayson to retire from the Everbridge Board at the end of 2022*

**BURLINGTON, Mass. – December 20, 2022** – Everbridge, Inc. (NASDAQ: EVBG), the global leader in critical event management (CEM) and national public warning solutions, today announced the appointments of Rohit Ghai and David Benjamin to its Board of Directors, effective January 1, 2023. Mr. Ghai currently serves as CEO of RSA, a global leader in cybersecurity and risk management solutions. Mr. Benjamin serves as Executive Vice President and Chief Commercial Officer for Blackbaud, a leading cloud software company powering social good.

Commenting on the appointment of Rohit Ghai, Everbridge CEO Dave Wagner said, “Rohit brings deep cyber security understanding to Everbridge, addressing one of the top areas of Board governance and risk management. Rohit’s strong product management background in delivering technology to market at scale will be extremely valuable as we focus on the next generation of Everbridge’s product development and growth.”

In addition to his role as CEO, Mr. Ghai also serves as the General Manager of the RSA Security Business Unit, which helps global organizations enhance their cyber resilience and address emerging cyber threats. He regularly advises global customers on their digital and security transformation initiatives and is often cited in media on topics including data privacy, content management, information governance, digital risk, and cybersecurity.

Commenting on the appointment of David Benjamin, Everbridge’s Wagner stated, “David’s approach to executing high-velocity, software as a service (SaaS) go-to-market will be instrumental to our focus as a business. Similar to Everbridge, Blackbaud is a mission-oriented company focused on social good. David’s international experience, especially in EMEA, and tremendous track record in accelerating public companies’ commercial offerings will be invaluable to our Board and company.”

Mr. Benjamin leads all global commercial efforts for Blackbaud. Since joining Blackbaud in 2018, David has transformed performance globally, increasing bookings, improving net revenue retention, and optimizing go-to-market effectiveness.

Long-time Directors Jaime Ellertson, currently Chairman, and Bruns Grayson will be retiring from the Everbridge Board as of the end of 2022. Vice Chairman David Henshall will become Chairman of the Everbridge Board, also effective January 1, 2023.

David Henshall added, “I want to thank Jaime and Bruns for their leadership and vision in establishing Everbridge as a category leader in Critical Event Management. On behalf of the Board, we appreciate their many years of commitment to the Everbridge mission of life safety and business resilience.”

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## 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 Organizations 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, product recalls or supply-chain interruptions, over 6,400 customers in 76 countries 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 modalities, and track progress on executing response plans. For more information, visit [www.everbridge.com](http://www.everbridge.com), read the company [blog](#), and follow on [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 successfully integrate businesses and assets that we may acquire; 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 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, 2021 filed with the SEC on February 25, 2022. 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.

*All Everbridge products are trademarks of Everbridge, Inc. in the USA and other countries. All other product or company names mentioned are the property of their respective owners.*

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