
**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): April 3, 2018

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))

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 2.01 Completion of Acquisition or Disposition of Assets.

On April 3, 2018, Everbridge Holdings Limited (“Holdings”), a wholly-owned subsidiary of Everbridge, Inc. (the “Company”), closed on the acquisition of 184,746,970 shares of Unified Messaging Systems ASA (“UMS”) that had been tendered pursuant to a voluntary tender offer by Holdings to purchase all of the outstanding shares of UMS (the “Acquisition”). Together with purchases made by Holdings on the open market, Holdings now holds 186,484,989 shares of UMS, representing approximately 94.2% of the total shares in UMS on a fully diluted basis. Pursuant to a Transaction Agreement (the “Transaction Agreement”) dated February 13, 2018, by and among Holdings, the Company, and UMS, Holdings paid 1.37 Norwegian kroner per share of UMS. Based on this price, the aggregate price paid by Holdings for the tendered UMS shares was approximately 253 million Norwegian kroner

In addition, Holdings has entered into conditional purchase agreements with holders of options to purchase 2,285,000 shares of capital stock of UMS (the “Options”), whereby Holdings will purchase the Options at a price equal to the difference between the Offer price and the exercise price for the Options, subject to closing of the Offer. The aggregate purchase price for the Options is 1,066,700 Norwegian kroner. Holdings expects to close on the purchase of the Options by the middle of April.

Holdings intends to initiate a compulsory acquisition of the remaining outstanding shares of UMS in accordance with applicable laws and propose that an application is filed with the Oslo Stock Exchange to de-list the shares of UMS.

The foregoing description of the transactions contemplated by the Transaction Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the agreement, a copy of which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K, filed February 20, 2018 and incorporated herein by reference. The Transaction Agreement has been filed to provide investors with information regarding its terms. It is not intended to provide any other factual information about the Company, Holdings or UMS.

Item 7.01 Regulation FD Disclosure.

On April 3, 2018, the Company issued a press release regarding the Acquisition, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

To the extent required by this item, the financial statements of UMS will be filed by amendment no later than May 2, 2018.

(b) Pro Forma Financial Information

To the extent required by this item, pro forma financial information will be filed by amendment no later than May 2, 2018.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1*	Transaction Agreement dated February 13, 2018, by and among Everbridge, Inc., Everbridge Holdings Limited, and Unified Messaging Systems ASA
99.1	Press release dated April 3, 2018

* Previously filed as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K (File No. 001-37874), filed with the Securities and Exchange Commission on February 20, 2018, and incorporated herein by reference.

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: April 9, 2018

Everbridge, Inc.

By: /s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary

Everbridge Completes Voluntary Tender Offer for Unified Messaging Systems ASA

BURLINGTON, Mass.—April 3, 2018 — Everbridge, Inc. (NASDAQ: EVBG) today announced that Everbridge Holdings Limited (“Everbridge”) has today successfully completed the voluntary offer (the “Offer”) to acquire the entire issued share capital of Unified Messaging Systems ASA (“UMS”). Payment of the offer price is being made today to the UMS shareholders who accepted the offer. At the same time, 184,746,970 tendered shares are being transferred to Everbridge. As a result, Everbridge now holds 186,484,989 shares representing approximately 94.2% of the total shares in UMS on a fully diluted basis.

Everbridge intends to initiate a compulsory acquisition of the remaining outstanding shares of UMS in accordance with applicable laws and propose that an application is filed with the Oslo Stock Exchange to de-list the shares of UMS. A separate announcement will be released once the compulsory acquisition has been resolved in accordance with the Norwegian Securities Trading Act section 6-22 cf. the Norwegian Public Limited Companies Act Section 4-25.

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 faster. During public safety threats such as active shooter situations, terrorist attacks or severe weather conditions, as well as critical business events such as IT outages, cyber-attacks or other incidents such as product recalls or supply-chain interruptions, over 3,500 global customers rely on the company’s SaaS-based 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, and track progress on executing response plans. The company’s platform sent over 2 billion messages in 2017, and offers the ability to reach more than 200 countries and territories with secure delivery to over 100 different communication devices. The company’s critical communications and enterprise safety applications include Mass Notification, Incident Management, Safety Connection™, IT Alerting, Visual Command Center®, Crisis Commander®, Community Engagement™ and Secure Messaging. Everbridge serves 9 of the 10 largest U.S. cities, 8 of the 10 largest U.S.-based investment banks, 25 of the 25 busiest North American airports, six of the 10 largest global consulting firms, six of the 10 largest global auto makers, all four of the largest global accounting firms, four of the 10 largest U.S.-based health care providers and four of the 10 largest U.S.-based health insurers. Everbridge is based in Boston and Los Angeles with additional offices in San Francisco, Lansing, Orlando, Beijing, London, and Stockholm For more information, visit www.everbridge.com, read the company [blog](#), and follow on [Twitter](#) and [Facebook](#).

Cautionary Language Concerning Forward-Looking Statements:

This news release contains certain forward-looking statements that are based on uncertainty, as they relate to events and depend on circumstances that will occur in the future and which, by their nature, may have an impact on results of operations and the financial condition of Everbridge and/or UMS. Such forward-looking statements reflect current expectations and are based on the information currently available. Neither Everbridge nor UMS can give any assurance as to whether such forward-looking statements will prove to be correct. These forward-looking statements include statements regarding the Offer, including the terms and conditions of the Offer and expected timing. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, among other things, satisfactions of conditions to the Offer and investor participation in the Offer.

About UMS

Unified Messaging Systems ASA is a Norwegian technology company with international operations, headquartered in Oslo. The company has more than 1,200 customers worldwide reaching over 500 million people with its systems for public notifications. The company was founded in 1998 and is established as an industry leader within the area of critical communication and population alerting systems.

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