

**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	
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1. Name and Address of Reporting Person* <u>Goldman Kenneth S</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>SVP, CFO and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2018</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			
Common Stock	07/01/2018		M		6,270 <sup>(1)</sup>	A	(1)	6,270	D	
Common Stock	07/02/2018		S <sup>(2)</sup>		6,270	D	\$47.1144	0	D	
Common Stock	07/02/2018		S <sup>(2)</sup>		5,829	D	\$47.1504	0	D	
Common Stock	07/03/2018		S <sup>(2)</sup>		4,497	D	\$46.8886	0	D	

**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						Amount or Number of Shares
Restricted Stock Unit	\$0.00	07/01/2018		M		6,270	(3)	(4)		Common Stock	6,270	\$0.00	12,730	D	
Employee Stock Option (Right to Buy)	\$9.3725	07/02/2018		M		5,829	(5)	04/21/2025		Common Stock	5,829	\$0.00	35,475	D	
Employee Stock Option (Right to Buy)	\$9.3725	07/03/2018		M		4,497	(5)	04/21/2025		Common Stock	4,497	\$0.00	30,978	D	

**Explanation of Responses:**

1. Restricted stock units convert into common stock on a one-for-one basis.
2. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
3. On August 1, 2017, the reporting person was granted restricted stock units (RSUs). The RSUs vested as to 33% of the total shares on July 1, 2018.
4. Not applicable.
5. 25% of the shares subject to the Stock Option vested and became exercisable on April 1, 2016, and the remaining shares vest in 12 equal quarterly installments thereafter.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact 07/05/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.