

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
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1. Name and Address of Reporting Person* <b>GRAYSON BRUNS H</b>  (Last) (First) (Middle) <b>C/O ABS VENTURES IX, L.P.</b> <b>950 WINTER STREET</b>  (Street) <b>WALTHAM MA 02451</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EVERBRIDGE, INC. [ EVBG ]</b>	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) <b>08/07/2017</b>	
	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 <sup>(1)</sup>	08/07/2017		j <sup>(2)</sup>		1,640,437	D	\$0.00	3,010,000	I	See footnote <sup>(1)</sup>
Common Stock <sup>(3)</sup>								73,900	I	See footnote <sup>(3)</sup>
Common Stock <sup>(3)</sup>	08/07/2017		j <sup>(4)(5)</sup>		25,123	D	\$0.00	0	I	See footnote <sup>(3)</sup>
Common Stock								26,082	D	
Common Stock								2,019	I	By trust for daughter
Common Stock <sup>(6)</sup>								403	I	See footnote <sup>(6)</sup>
Common Stock <sup>(1)</sup>	08/07/2017		s <sup>(7)</sup>		10,000	D	\$22.0707	3,000,000	I	See footnote <sup>(1)</sup>

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)		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)					

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 7, 2017. The limited partners received 1,640,437 shares in the distribution. CCV, general partner of ABS, received 73,900 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 1,714,337 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 7, 2017. 25,123 shares were distributed to certain non-managing members and 48,777 shares were distributed as follows: (i) CCV managing member R. William Burgess, Jr. ("Burgess") received 15,494 shares and his IRA received 4,779 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 403 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 26,082 shares and a trust for his daughter (of which he is the sole trustee) received 2,019 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 73,900 shares.
- Refers to shares held by CCMC (see footnote 4).
- Represents the weighted average price for 10,000 shares sold within the range of \$21.90 to \$22.22. Information regarding the number of shares sold at each separate price will be made available from the reporting person upon request by the SEC, the issuer or its shareholders.

/s/ Bruns H. Grayson

08/09/2017

\*\* 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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