

---

---

**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): August 9, 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 4.01 Changes in Registrant’s Certifying Accountant.**

(a) Previous Independent Registered Public Accounting Firm

On August 9, 2018, Everbridge, Inc. (the “Company”) dismissed KPMG LLP as the Company’s independent registered public accounting firm. The Audit Committee of the Company’s Board of Directors approved the dismissal of KPMG LLP.

The reports of KPMG LLP on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2017 and 2016 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the two fiscal years ended December 31, 2017 and 2016 and in the subsequent interim period through August 9, 2018, there were no: (i) disagreements with KPMG LLP, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure or auditing scope and procedures which, if not resolved to the satisfaction of KPMG LLP, would have caused KPMG LLP to make reference to the matter in its report; or (ii) reportable events (as that term is described in Item 304(a)(1)(v) of Regulation S-K).

The Company has provided KPMG LLP with a copy of this Form 8-K, and has requested that KPMG LLP furnish a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of KPMG LLP’s letter is filed as Exhibit 16.1 to this Form 8-K.

(b) New Independent Registered Public Accounting Firm

Concurrent with the dismissal of KPMG LLP, the Audit Committee of the Company’s Board of Directors appointed Ernst & Young LLP as the Company’s independent registered public accounting firm. During the Company’s two most recent fiscal years and the subsequent interim periods preceding the engagement, the Company did not consult Ernst & Young LLP with respect to any of the matters or events listed in Regulation S-K Item 304(a)(2).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
16.1*	<a href="#">Letter from KPMG LLP dated August 14, 2018</a>

\* Filed herewith.

**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: August 14, 2018

**Everbridge, Inc.**

By: /s/ Elliot J. Mark

Elliot J. Mark

*Senior Vice President, General Counsel and Secretary*

August 14, 2018

Securities and Exchange Commission  
Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Everbridge, Inc. and, under the date of March 12, 2018, we reported on the consolidated financial statements of Everbridge, Inc. as of and for the years ended December 31, 2017 and 2016. On August 9, 2018, we were dismissed. We have read Everbridge Inc.'s statements included under Item 4.01 of its Form 8-K dated August 14, 2018, and we agree with such statements, except that we are not in a position to agree or disagree with Everbridge Inc.'s statement that the change was approved by the audit committee of the board of directors. We are also not in a position to agree or disagree with the statement that Ernst & Young LLP was not engaged regarding the application of accounting principles to a specified transaction or the type of audit opinion that might be rendered on Everbridge Inc.'s consolidated financial statements.

Very truly yours,

(Signed) KPMG LLP