

| OMB APPROVAL | |
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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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Dent Claudia</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, Product Management</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2017</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/03/2017</u> | 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 | | | |

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 | | | | | | Title |
| Restricted Stock Unit | \$0.00 | 08/01/2017 | | A | | 16,000 | | (1) | (2) | Common Stock | 16,000 | \$0.00 | 16,000 | D | |
| Performance-based Restricted Stock Unit | \$0.00 | 08/01/2017 | | A | | 16,000 | | (3) | 07/31/2027 | Common Stock | 16,000 | \$0.00 | 16,000 | D | |

Explanation of Responses:

- Represents a grant of restricted stock units under the Everbridge, Inc. 2016 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest 33% on July 1, 2018, 33% on July 1, 2019, and 34% on July 1, 2020, as long as the reporting person remains in the service of Everbridge through the respective vesting date.
- Not applicable.
- Represents a grant of performance-based restricted stock units ("PSU") under the Everbridge, Inc. 2016 Equity Incentive Plan. The target number of units is presented in the table. Each PSU represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, 50% of the PSUs will vest on the first date on which the average of the closing price per share of Everbridge common stock, as quoted on the Nasdaq Market, over a consecutive, 30 trading day period (the "Average Closing Price") equals or exceeds \$35 per share, 100% of the PSUs will vest on the first date on which the Average Closing Price equals or exceeds \$45 per share, and 125% of the PSUs will vest on the first date on which the Average Closing Price equals or exceeds \$55 per share. Additional PSUs will vest on a linear scale on a quarterly basis between the dates on which the Average Closing Prices stated above are first achieved.

Remarks:

Elliot J. Mark, Attorney-in-Fact 08/04/2017

** 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.