
**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): July 15, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 15, 2018, our Board of Directors unanimously appointed Alison Dean as a member of our Board of Directors, effective immediately, to hold office until our 2021 annual meeting of stockholders and her successor has been duly elected and qualified or her earlier death, resignation or removal. Ms. Dean was also appointed to the Board's Audit Committee. The Board has determined that Ms. Dean satisfies the definition of an "independent director" under the Nasdaq listing standards and the Board's Corporate Governance Guidelines, as well as the additional requirements for service on the Board's Audit Committee under the Nasdaq listing standards, the rules of the Securities Exchange Act of 1934, as amended, and the Board's Corporate Governance Guidelines.

Ms. Dean, age 53, has been the Executive Vice President and Chief Financial Officer of iRobot Corporation, a global consumer robot company and maker of the Roomba® robot vacuum, since April 2013. Previously, she served as iRobot's senior vice president, corporate finance from February 2010 until March 2013, as its vice president, financial controls & analysis from March 2007 until February 2010, and as its vice president, financial planning & analysis from August 2005 until March 2007.

Ms. Dean will be entitled to receive the customary annual compensation paid to our non-employee directors, which currently consists of an annual cash retainer of \$40,000, plus an additional annual cash retainer of \$4,000 for service on the Audit Committee. Ms. Dean has been granted 5,000 restricted stock units which will vest in increments of 33% on July 31, 2019, 33% on July 31, 2020, and 34% on July 31, 2021, provided that there has not been a termination of continuous service as of each such date. The vesting and other material terms of these stock restricted stock units are the same as those that apply to the non-employee directors' annual equity awards. In addition, each non-employee director, including Ms. Dean, will receive a grant of 2,500 restricted stock units on an annual basis following each annual meeting of stockholders. The material terms of the non-employee directors' annual compensation are described in our most recent proxy statement filed with the Securities and Exchange Commission on April 6, 2018, under the heading "Director Compensation."

Ms. Dean does not have any family relationships with any of the Company's directors or executive officers, is not a party to any transactions of the type listed in Item 404(a) of Regulation S-K, and was not appointed pursuant to any arrangement or understanding with any other person.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 19, 2018

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: July 19, 2018

Everbridge, Inc.

By: /s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary

Everbridge Appoints iRobot Chief Financial Officer Alison Dean to Board of Directors

Burlington, Mass. — July 19, 2018 — Everbridge, Inc. (NASDAQ: EVBG), the global leader in critical event management and enterprise safety applications to help keep people safe and businesses running, today announced the appointment of Alison Dean to the Everbridge Board of Directors. Ms. Dean currently serves as executive vice president, chief financial officer, treasurer and principal accounting officer at iRobot, the leading global consumer robot company and maker of the Roomba® robot vacuum.

“Alison has extensive experience in scaling a market leader into increasingly larger global opportunities,” said Jaime Ellertson, chairman and CEO of Everbridge. “Her background in finance and operations, supporting the visionary work being done at iRobot, will be extremely valuable as Everbridge continues to expand in new markets and geographies.”

Ms. Dean, who has 30 years of experience in corporate finance, joined iRobot in 2005 to help the company prepare for its public offering and has since played a leading role overseeing a wide variety of areas including global acquisitions, financial planning, corporate finance, and investor relations. During her tenure at iRobot, revenue has grown from \$142 million in 2005 to \$884 million in 2017. Prior to iRobot, she held several senior financial positions at 3Com Corporation, including corporate controller. Ms. Dean holds a B.A. in Business Economics from Brown University and an M.B.A. from Boston University.

“Everbridge has built a powerful platform for helping companies identify, manage, and respond to critical events that can disrupt daily business and IT operations, impact corporate brands, and put the safety of people at risk,” said Ms. Dean. “I look forward to joining the Everbridge board, addressing areas for growth and being a part of such an important company mission.”

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. 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 3,800 global customers rely on the company’s Critical Event Management 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 through the secure delivery to over 100 different communication devices, and track progress on executing response plans. The company’s platform sent over 2 billion messages in 2017 and offers the ability to reach over 500 million people in more than 200 countries and territories, including the entire mobile populations on a country-wide scale in Sweden, the Netherlands, the Bahamas, Singapore, Greece, Cambodia, and a number of the largest states in India. 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, all 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 Lansing, San Francisco, Beijing, Kolkata, London, Oslo 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 press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the anticipated opportunity and trends for growth in our critical communications and enterprise safety applications and our overall business, our market opportunity, our expectations regarding sales of our products, and our goal to maintain market leadership and extend the markets in which we compete for customers. These forward-looking statements are made as of the date of this press release and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. Our actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the ability of our products and services to perform as intended and meet our customers’ expectations; our ability to attract new customers and retain and increase sales to existing customers; our ability to increase sales of our Mass Notification application and/or ability to increase sales of our other applications; developments in the market for targeted and contextually relevant critical communications or the associated regulatory environment; our estimates of market opportunity and forecasts of market growth may prove to be inaccurate; we have not been profitable on a consistent basis historically and may not achieve or maintain profitability in the future; the lengthy and unpredictable sales cycles for new customers; nature of our business exposes us to inherent liability risks; our ability to attract, integrate and retain qualified personnel; our ability to successfully integrate businesses and assets that we may acquire; our ability to maintain successful relationships with our channel partners and technology partners; our ability to manage our growth effectively; our ability to respond to competitive pressures; potential liability related to privacy and security of personally identifiable information; our ability to protect our intellectual property rights, and the other risks detailed in our risk factors discussed in filings with the U.S. Securities and Exchange Commission (“SEC”), including but not limited to our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 12, 2018. The forward-looking statements included in this press release represent our views as of the date of this press release. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

All Everbridge products are trademarks of Everbridge, Inc. in the USA and other countries. All other product or company names mentioned are the property of their respective owners.

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