

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-1**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**EVERBRIDGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7372**  
(Primary Standard Industrial  
Classification Code Number)

**26-2919312**  
(I.R.S. Employer  
Identification Number)

**25 Corporate Drive, Suite 400  
Burlington, Massachusetts 01803  
(818) 230-9700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Jaime Ellertson**  
**President and Chief Executive Officer**  
**Everbridge, Inc.**  
**25 Corporate Drive, Suite 400  
Burlington, Massachusetts 01803  
(818) 230-9700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**C. Thomas Hopkins, Esq.**  
**Nicole C. Brookshire, Esq.**  
**Richard C. Segal, Esq.**  
**Cooley LLP**  
**1333 2nd Street, Suite 400  
Santa Monica, California 90401  
(310) 883-6400**

**Kenneth S. Goldman**  
**Elliot J. Mark, Esq.**  
**Everbridge, Inc.**  
**25 Corporate Drive, Suite 400  
Burlington, Massachusetts 01803  
(818) 230-9700**

**Kenneth J. Gordon, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-216907)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer  Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	252,000	\$19.85	\$5,002,200	\$580

- (1) The Registrant is registering 252,000 shares pursuant to this Registration Statement, which shares are in addition to the 3,463,989 shares registered pursuant to the Form S-1 Registration Statement (File No. 333-216907).
- (2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. The registration fee is based upon the public offering price.

**This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Everbridge, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-216907) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on March 23, 2017, and which the Commission declared effective on April 5, 2017.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 252,000 shares. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Burlington, Massachusetts, on the 5th day of April, 2017.

### EVERBRIDGE, INC.

/s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Jaime Ellertson	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	April 5, 2017
<u>*</u> Kenneth S. Goldman	Senior Vice President and Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	April 5, 2017
<u>*</u> Richard D'Amore	Director	April 5, 2017
<u>*</u> Bruns Grayson	Director	April 5, 2017
<u>*</u> David Henshall	Director	April 5, 2017
<u>*</u> Kent Mathy	Director	April 5, 2017
<u>*</u> Cinta Putra	Director	April 5, 2017

\*By: /s/ Elliot J. Mark

Elliot J. Mark, *Attorney-in-Fact*

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description of Document</u></b>
5.1	Opinion of Cooley LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
23.3	Consent of Plante & Moran, PLLC, independent auditors.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 (File No. 333-216907)).



C. Thomas Hopkins  
+1 310 883 6417  
thopkins@cooley.com

April 5, 2017

Everbridge, Inc.  
25 Corporate Drive, Suite 400  
Burlington, MA 01803

Ladies and Gentlemen:

We are counsel to Everbridge, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 252,000 shares of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), to be sold by the Company (the "**Shares**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-216907), which was declared effective on April 5, 2017 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and related Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, and Bylaws, as amended, as currently in effect, and (c) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that:

1. The Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ C. Thomas Hopkins  
C. Thomas Hopkins

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Everbridge, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Everbridge, Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 23, 2017 relating to the consolidated financial statements of Everbridge, Inc. and subsidiaries, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-216907). We also consent to the reference to our firm under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-216907).

/s/ KPMG LLP

Los Angeles, California  
April 5, 2017

**Consent of Independent Auditors**

We hereby consent to the use of our report dated March 29, 2017 relating to the financial statements of IDV Solutions, LLC, which is incorporated herein by reference to the Registration Statement (No. 333-216907) on Form S-1 of Everbridge, Inc. and is contained in the Prospectus that is part of such Registration Statement.

We also consent to the reference to us under the caption "Experts" in such Prospectus.

/s/ Plante & Moran, PLLC

Ann Arbor, MI

April 5, 2017