SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| HUFF PHILLIP E | EVERBRIDGE, INC. [ EVBG ] | Director, 10% Owner, **X** Officer (give title below), Other (specify below) |

| (Last) | (First) | (Middle) |
|---|---|---|

C/O EVERBRIDGE, INC.

25 CORPORATE DRIVE

(Street)

BURLINGTON   MA       01803

| (City) | (State) | (Zip) |
|---|---|---|

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

VP, Chief Accounting Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

**X** 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 | 05/10/2021 | | M | | 2,500 | A | (1) | 3,538 | D | |
| Common Stock | 05/11/2021 | | F | | 865(2) | D | $110.28 | 2,673 | D | |

### 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 | Amount or Number of Shares | | | | |
| Performance-based Restricted Stock Unit | $0.00 | 05/10/2021 | | M | | | 2,500 | (3) | (4) | Common Stock | 2,500 | $0.00 | 2,500 | D | |

**Explanation of Responses:**

1. Performance-based restricted stock units (PSUs) convert into common stock on a one-for-one basis.

2. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) are based on the closing price of the Company's Common Stock on May 10, 2021.

3. On February 14, 2019, the reporting person was granted performance-based restricted stock units (PSUs). The PSUs vested as to 50% on May 10, 2021.

4. Not applicable.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact          05/12/2021

** Signature of Reporting Person          Date