FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

UMB APPI	ROVAL							
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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 MOULINE IMAD						EVERBRIDGE, INC. [ EVBG ]								ck all applica Director	able)	10% Ow		ner
(Last) (First) (Middle) C/O EVERBRIDGE, INC. 25 CORPORATE DRIVE					08/	3. Date of Earliest Transaction (Month/Day/Year) 08/30/2019								X Officer (give title Other (specify below)  SVP & Chief Technology Officer				
(Street) BURLINGTON MA 01803  (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year) 09/04/2019  6. Individual or Joint/Group Filing (Check Application) X Form filed by One Reporting Person Form filed by More than One Reporting Person  attive Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)			2. Trans Date (Month/I	action	2/ Ex r) if a	A. Deemed execution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a		(A) or	5. Amount of Securities Beneficially Owned Following		6. Owner Form: Dir D) or Ind	rect Ir lirect B 4) O	Nature of direct eneficial wenership	
									Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and			"	(Instr. 4)
Common Stock 08/31.				L/ <mark>2019</mark>	2019			M		2,888	A	(1)	77,9	960	D			
Common Stock 09/03/2				3/2019	2019		S <sup>(2)</sup>		860	D	\$85.1661	. 77,	7,100					
		-	Table II								osed of, c			wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deen Executio if any (Month/D	n Date,	4. Transa Code ( 8)				6. Date Exer Expiration I (Month/Day)		Date	of Secur Underlyi	ng e Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	y Di or (I)	vnership orm: rect (D) Indirect (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	V (A)		Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	11(5)		
Performance- based Restricted Stock Unit	\$0.00	08/30/2019			A		11,624			(3)	(4)	Common Stock	11,624	\$0.00	11,624		D	
Restricted Stock Unit	\$0.00	08/31/2019			M			2,888		(5)	(4)	Common	2,888	\$0.00	5,862		D	

## **Explanation of Responses:**

- 1. Restricted stock units convert into common stock on a one-for-one basis.
- 2. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- 3. Represents a grant of performance-based restricted stock units ("PSU") under the Everbridge, Inc. 2016 Equity Incentive Plan. Each PSU represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. The PSUs will become eligible to vest on December 31, 2020, subject to acceleration based on the achievement of performance metrics set by the CEO and the Board.
- 4. Not applicable
- 5. On August 22, 2018, the reporting person was granted restricted stock units (RSUs). The RSUs vested on August 31, 2019.

## Remarks:

Elliot J. Mark, Attorney-in-Fact 09/06/2019

\*\* 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.