
**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): January 14, 2019

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 January 14, 2019, the Board of Directors of Everbridge, Inc. (the "Company") unanimously appointed Sharon Rowlands as a member of the Company's Board of Directors, effective immediately, to hold office until the Company's 2020 annual meeting of stockholders and her successor has been duly elected and qualified or her earlier death, resignation or removal. The Board has determined that Ms. Rowlands satisfies the definition of an "independent director" under the Nasdaq Stock Market listing standards and the Board's Corporate Governance Guidelines.

Ms. Rowlands, age 60, served as President of USA Today Network Marketing Solutions at Gannett Co. from November 2017 to December 2018. Previously, Ms. Rowlands served as the Chief Executive Officer and member of the Board of Directors of ReachLocal, Inc., an Internet-based advertising and marketing company which specialized in search engine marketing, marketing analytics, and display advertising, from April 2014 to November 2017. From November 2011 to December 2013, she was the Chief Executive Officer and member of the Board of Directors of Altegrity, Inc., which provides security and risk management solutions to government and commercial clients. From October 2008 to November 2011, Ms. Rowlands was the Chief Executive Officer of Penton Media, Inc., a business-to-business information provider producing more than 110 magazines and associated websites, and about 60 industry events. From 1997 to 2008, Ms. Rowlands held a variety of roles including Chief Executive Officer from 2005 to 2008, at Thomson Financial Inc., a provider of market and securities data and other financial services for brokerages, investment bankers, traders, and other investment professionals.

Ms. Rowlands will be entitled to receive the customary annual compensation paid to the Company's non-employee directors, which currently consists of an annual cash retainer of \$30,000. Subject to accelerated vesting in certain circumstances, Ms. Rowlands will be granted 5,000 restricted stock units which will vest in increments of 33% on January 31, 2020, 33% on January 31, 2021, and 34% on January 31, 2022, provided that there has not been a termination of her continuous service with the Company as of each such date. In addition, Ms. Rowlands will receive a grant of 2,500 restricted stock units on an annual basis following each annual meeting of stockholders, commencing with the 2020 annual meeting. The vesting and other material terms of these stock restricted stock units are the same as those that apply to the Company's other non-employee directors' annual equity awards. The material terms of the non-employee directors' annual compensation are described in the Company's most recent proxy statement filed with the Securities and Exchange Commission on April 6, 2018, under the heading "Director Compensation." In addition, Ms. Rowlands will enter into the Company's standard form of indemnification agreement, the form of which has been filed as Exhibit 10.9 to the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on August 19, 2016.

Ms. Rowlands 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 January 14, 2019

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: January 14, 2019

Everbridge, Inc.

By: /s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary



Everbridge Appoints Former Gannett Division President and Web.com CEO
Sharon Rowlands to its Board of Directors

Burlington, Mass. – January 14, 2019 – 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 Sharon Rowlands to the Everbridge Board of Directors. Rowlands has more than 30 years of experience leading multi-billion dollar companies across the industries of financial services, media and information, and digital marketing. Rowlands has served as CEO and President of Thomson Financial, as Division President at Gannett, and has recently been appointed Chief Executive Officer and President at Web.com Group.

“Sharon is a proven technology and financial services executive with a long history of success in business and digital transformation,” said Jaime Ellertson, chairman and CEO of Everbridge. “She shares our vision, dedication to customer excellence, and commitment to driving profitable growth. Her background and Board-level experience will be extremely valuable as Everbridge continues to expand in new markets.”

Prior to her appointment as CEO at Web.com Group, Rowlands was the President of USA TODAY NETWORK’s Marketing Solutions business where she oversaw business-to-business initiatives. She has also served as CEO of ReachLocal (acquired by Gannett), providing local businesses with digital marketing solutions. Rowlands is currently on the board of directors of global software company Pegasystems (NASDAQ: PEGA) and was previously on the board of directors of Constant Contact (NASDAQ: CTCT).

“I am honored to join Everbridge’s Board and am excited to contribute to the continuing growth of a company that is providing businesses with such important solutions for managing enterprise risk, ensuring operational resiliency and protecting employees,” said Rowlands. “Everbridge has built a strong customer-focused culture and provides a value proposition critical to how businesses can minimize disruption.”

Rowlands was named Customer Focused CEO of the Year in the 2016 CEO World Awards, won the Gold Stevie Award for Female Executive of the Year in 2016 and was also named Female CEO of the Year in the 2016 One Planet Awards. In addition to ReachLocal and Thomson Financial, she has served as CEO of a variety of organizations including Altegrity and Penton Media.

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 including IT outages, cyber-attacks or other incidents such as product recalls or supply-chain interruptions, over 4,200 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 2.8 billion messages in 2018 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, 9 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, Bangalore, Kolkata, London, Munich, Oslo, Stockholm and Tilburg. For more information, visit www.everbridge.com, read the company [blog](#), and follow on [Twitter](#) and [Facebook](#).

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