

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>GRAYSON BRUNS H</u>  (Last) (First) (Middle) <u>C/O ABS VENTURES IX, L.P.</u> <u>950 WINTER STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EVERBRIDGE, INC. [ EVBG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/26/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> 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 <sup>(1)</sup>	02/26/2018		J <sup>(2)</sup>		780,834	D	\$0.00	0	I	See footnote <sup>(1)</sup>
Common Stock <sup>(3)</sup>								219,166	I	See footnote <sup>(3)</sup>
Common Stock <sup>(3)</sup>	02/26/2018		J <sup>(4)(5)</sup>		118,250	D	\$0.00	0	I	See footnote <sup>(3)</sup>
Common Stock								138,958	D	
Common Stock								33,229	I	By trust for daughter
Common Stock <sup>(6)</sup>								6,645	I	See footnote <sup>(6)</sup>

**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)		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)					

**Explanation of Responses:**

- Refers to shares held in the name of ABS Ventures IX, L.P. ("ABS"). The reporting person is a managing member of Calvert Capital V LLC ("CCV"), the general partner of ABS, and has shared voting and dispositive power with respect to the shares held by ABS.
- ABS made a pro-rata distribution for no consideration of Common Stock of Everbridge, Inc. (the "Issuer") to its general partner and limited partners on February 26, 2018. The limited partners received 780,834 shares in the distribution. CCV, general partner of ABS, received 219,166 shares in the distribution (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The total number of shares distributed was 1,000,000 shares.
- Refers to shares held by CCV (see footnote 2).
- CCV, a limited liability company organized in a manner similar to a limited partnership, made a pro rata distribution for no consideration to its members on February 26, 2018. 118,250 shares were distributed to certain non-managing members and 100,916 shares were distributed as follows: (i) CCV managing member R. William Burgess, Jr. ("Burgess") received 48,922 shares and his IRA received 1,775 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13), (ii) Calvert Capital Management Company ("CCMC"), a company which is controlled by Burgess and the reporting person, received 2,078 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13).
- (continued from footnote 4) (iii) the reporting person received 37,750 shares and a trust for his daughter (of which he is the sole trustee) received 10,391 shares (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The total number of shares distributed was 219,166 shares.
- Refers to shares held by CCMC (see footnote 4).

/s/ Bruns H. Grayson

03/05/2018

\*\* 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.