

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed 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* <u>HUFF PHILLIP E</u> (Last) (First) (Middle) <u>C/O EVERBRIDGE, INC.</u> <u>25 CORPORATE DRIVE</u> (Street) <u>BURLINGTON MA</u> <u>01803</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>EVERBRIDGE, INC. [EVBG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Chief Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/11/2019</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>5,116</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>07/15/2015⁽¹⁾</u>	<u>07/14/2025</u>	<u>Common Stock</u>	<u>3,446</u>	<u>13.6275</u>	<u>D</u>
<u>Restricted Stock Unit</u>	<u>(2)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>2,512</u>	<u>0.00</u>	<u>D</u>
<u>Performance-based Restricted Stock Unit</u>	<u>(4)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>1,800</u>	<u>0.00</u>	<u>D</u>
<u>Restricted Stock Unit</u>	<u>(5)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>1,800</u>	<u>0.00</u>	<u>D</u>

Explanation of Responses:

- 25% of the shares subject to the Stock Option vested and became exercisable on July 15, 2016, and the remaining shares will vest in 12 equal quarterly installments thereafter.
- Represents a grant of restricted stock units under the Everbridge, Inc. 2016 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. 33% of the restricted stock units vested on November 30, 2018, and, subject to accelerated vesting in certain circumstances, the remaining restricted stock units are scheduled to vest 33% on November 30, 2019, and 34% on November 30, 2020, as long as the reporting person remains in the service of Everbridge through the respective vesting date.
- Not Applicable
- 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. Up to sixty-two and one-half percent (62.5%) of the PSUs will become eligible to vest at the end of the fiscal quarter after the second anniversary of the grant date based on the compound annual growth rate ("CAGR") achieved during the eight fiscal quarters preceding the then most recent fiscal quarter, and up to an additional sixty-two and one-half percent (62.5%) of the PSUs will become eligible to vest at the end of the fiscal quarter after the third anniversary of the grant date based on the CAGR achieved during the 12 fiscal quarters preceding the then most recent fiscal quarter.
- Represents a grant of restricted stock units under the Everbridge, Inc. 2016 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest 33% on September 30, 2019, 33% on September 30, 2020, and 34% on September 30, 2021, as long as the reporting person remains in the service of Everbridge through the respective vesting date.

Remarks:

Sana Shah, Attorney-in-Fact 02/07/2019

** 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 5 (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.