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	001-37874	26-2919312
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

25 Corporate Drive, Suite 400, Burlington, Massachusetts	01803
(Address of principal executive offices)	(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 2.02 Results of Operations and Financial Condition.

Everbridge, Inc. is providing certain preliminary financial data as set forth below. All references below to "Everbridge," the "Company," "we," "us," "our" and similar references refer to Everbridge, Inc., except where the context otherwise requires or as otherwise indicated.

Recent Developments

This recent developments section includes forward-looking statements. All statements contained herein other than statements of historical facts, including, without limitation, statements regarding our expectations regarding our financial and operating results for the year and three months ended December 31, 2018 and our future financial and business performance, are forward-looking statements. The words "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "will" and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, risks related to our rapid growth and ability to sustain our revenue growth rate, competition in the markets in which we operate, market growth, our ability to innovate and manage our growth.

The following preliminary revenue information for the three months and the year ended December 31, 2018 is based upon our estimates and subject to completion of our financial closing procedures. Moreover, these data have been prepared solely on the basis of currently available information by, and are the responsibility of, Everbridge. Neither our former registered independent accounting firm, KPMG LLP, nor our current independent registered public accounting firm, Ernst & Young LLP, has audited or reviewed, or expresses an opinion with respect to, these data. This information is not a comprehensive statement of our financial results for this period, and our actual results may differ materially from these estimates due to the completion of our financial closing procedures, final adjustments, completion of the audit of our financial statements and other developments that may arise between now and the time the audit of our financial statements is completed. There can be no assurance that these estimates will be realized, and estimates are subject to risks and uncertainties, many of which are not within our control.

We have prepared estimates of revenue for the year and three months ended December 31, 2018.

	Year ended December 31, 2018		Three months ended December 31, 2018	
	Range		Range	
	Low	High	Low	High
	(in millions)			
Revenue	$146.9	$147.1	$ 41.6	$ 41.8

For the year ended December 31, 2018, we expect to report total revenue in the range of $146.9 million and $147.1 million, representing estimated growth of approximately 40.7% to 40.9% as compared to total revenue of $104.4 million for the year ended December 31, 2017. The estimated increase in total revenue for the year ended December 31, 2018 was driven by an increase in our customer base, including increased sales to larger organizations with greater numbers of contacts and locations. For the three months ended December 31, 2018, we expect to report total revenue in the range of $41.6 million and $41.8 million, representing estimated growth of approximately 42.5% to 43.2% as compared to total revenue of $29.2 million for the three months ended December 31, 2017. The estimated increase in total revenue for the three months ended December 31, 2018 was driven by an increase in our customer base, including increased sales to larger organizations with greater numbers of contacts and locations.

In addition to the preliminary revenue results provided above, we are also providing the following fourth quarter and full year 2018 information, which is consistent with the information we previously provided in our Current Report on Form 8-K filed with the SEC on November 5, 2018. Neither our former registered independent accounting firm, KPMG LLP, nor our current independent registered public accounting firm, Ernst & Young LLP, has audited or reviewed, or expresses an opinion with respect to, these data.

`	Year ended December 31, 2018		Three months ended December 31, 2018	
	Range		Range	
	Low	High	Low	High
	(in millions)			
GAAP net loss	$(48.3)	$ (47.7)	$(10.6)	$ (10.0)
GAAP net loss per share	$(1.66)	$ (1.64)	$(0.36)	$ (0.34)
Non-GAAP net loss(1)	$(16.3)	$ (15.9)	$ (3.3)	$ (2.9)
Non-GAAP net loss per share	$(0.56)	$ (0.55)	$(0.11)	$ (0.10)
Basic and diluted weighted average shares outstanding	29.1	29.1	29.6	29.6
Adjusted EBITDA(2)	$ (3.1)	$ (2.8)	$ 0.4	$ 0.7

(1) Non-GAAP net loss excludes stock-based compensation expense and amortization of acquired intangibles. The presentation of this non-GAAP financial measure is not intended to be considered in isolation or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. We use this non-GAAP financial measure for financial and operational decision-making purposes and as a means to evaluate period-to-period comparisons. We believe that this non-GAAP financial measure provides useful information about our operating results, enhances the overall understanding of past financial performance and future prospects and allows for greater transparency with respect to metrics used by our management in its financial and operational decision making. While this and other non-GAAP financial measures are an important tool for financial and operational decision making and for evaluating our own operating results over different periods of time, you should consider our non-GAAP financial measures alongside our GAAP financial results. The following table presents a reconciliation of non-GAAP net loss to net loss, the most directly comparable GAAP measure, for each of the periods indicated:

	Year ended December 31, 2018		Three months ended December 31, 2018	
	Low	High	Low	High
	(in millions)			
Net loss	$ (48.3)	$ (47.7)	$ (10.6)	$ (10.0)
Amortization of acquired intangibles	6.7	6.7	2.2	2.2
Stock-based compensation	25.3	25.1	5.1	4.9
Non-GAAP net loss	$ (16.3)	$ (15.9)	$ (3.3)	$ (2.9)

(2) Adjusted EBITDA represents our net loss before interest and investment income and interest expense, income tax expense and benefit, depreciation and amortization expense and stock-based compensation expense. We do not consider these items to be indicative of our core operating performance. The items that are non-cash include depreciation and amortization expense and stock-based compensation expense. Adjusted EBITDA is a measure used by management to understand and evaluate our core operating performance and trends and to generate future operating plans, make strategic decisions regarding the allocation of capital and invest in initiatives that are focused on cultivating new markets for our solutions. In particular, the exclusion of certain expenses in calculating adjusted EBITDA facilitates comparisons of our operating performance on a period-to-period basis. Adjusted EBITDA is not a measure calculated in accordance with GAAP. We believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. Nevertheless, use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. Some of these limitations are: (1) although depreciation and amortization are non-cash charges, the capitalized software that is amortized will need to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements; (2) adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs; (3) adjusted EBITDA does not reflect the potentially dilutive impact of equity-based compensation; (4) adjusted EBITDA does not reflect tax payments or receipts that may represent a reduction or increase in cash available to us; and (5) other companies, including companies in our industry, may calculate adjusted EBITDA or similarly titled measures differently, which reduces the usefulness of the metric as a comparative measure. Because of these and other limitations, you should consider adjusted EBITDA alongside our other GAAP-based financial performance measures, net loss and our other GAAP financial results. The following table presents a reconciliation of adjusted EBITDA to net loss, the most directly comparable GAAP measure, for each of the periods indicated:

	Year ended December 31, 2018		Three months ended December 31, 2018	
	Low	**High**	**Low**	**High**
	(in millions)			
Net loss	$ (48.3)	$ (47.7)	$ (10.6)	$ (10.0)
Interest (income) expense, net	4.8	4.8	1.4	1.4
Income taxes, net	0.8	0.7	0.4	0.3
Depreciation and amortization	14.3	14.3	4.1	4.1
EBITDA	(28.4)	(27.9)	(4.7)	(4.2)
Stock-based compensation	25.3	25.1	5.1	4.9
Adjusted EBITDA	$ (3.1)	$ (2.8)	$ 0.4	$ 0.7

Item 8.01 Other Events.

On January 14, 2019, the Company updated its corporate presentation, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Representatives of the Company will use the updated presentation in various meetings with investors from time to time.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Everbridge, Inc. Corporate Presentation

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.

	Everbridge, Inc.
Dated: January 14, 2019	By: /s/ Elliot J. Mark
	Elliot J. Mark
	Senior Vice President, General Counsel and Secretary

Exhibit 99.1


everbridge®
Investor Presentation
Helping Keep
People Safe and
Businesses Running
KAOHSIUNG CITY, TAIWAN
SAFETY CONNECTION SOS: ANDREW LAWSON
LOCATION: SIN FU RD. CIANJHEN DISTRICT, KAOHSIUNG

Safe Harbor

This presentation contains forward-looking statements about Everbridge, Inc. ("Everbridge" or the "Company") within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, based on management's current expectation. These statements are often identified by the use of words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "project," "will," "would" or the negative or plural of these words or similar expressions or variations. Such forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: our ability to attract new customers and retain and increase sales to existing customers; developments in the market for critical communications and enterprise safety applications and the associated regulatory environment; our estimates of market opportunity and forecasts of market growth may prove to be inaccurate; we have not been profitable on a consistent basis historically and may not achieve or maintain profitability in the future; the lengthy and unpredictable sales cycles for new customers; nature of our business exposes us to inherent liability risks; our ability to successfully integrate businesses and assets that we may acquire; our ability to maintain successful relationships with our partners; our ability to respond to competitive pressures; potential liability related to data privacy and security; our ability to protect our intellectual property rights; and the other risks detailed in our risk factors discussed in filings with the U.S. Securities and Exchange Commission. Moreover, Everbridge operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for the Company's management to predict all risks, nor can it assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied.

Neither Everbridge nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. We are providing this information as of the date of this presentation and do not undertake any obligation to update any forward-looking statements contained in this presentation as a result of new information, future events or otherwise, except as required by law.

This presentation also contains estimates and other statistical data made by independent parties and by Everbridge relating to market size and growth and other data about the Company's industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. Neither Everbridge nor any other person makes any representation as to the accuracy or completeness of such data or undertakes any obligation to update such data after the date of this presentation. In addition, projections, assumptions and estimates of the Company's future performance and the future performance of the markets in which the Company operates are necessarily subject to a high degree of uncertainty and risk. By attending or receiving this presentation you acknowledge that you will be solely responsible for your own assessment of the market and Everbridge's market position and that you will conduct your own analysis and be solely responsible for forming your own view of the potential future performance of Everbridge's business.

In addition to U.S. GAAP financials, this presentation includes certain non-GAAP financial measures, including Adjusted EBITDA and Free Cash Flow among others. These non-GAAP measures are in addition to, not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. The non-GAAP financial measures used by Everbridge may differ from the non-GAAP financial measures used by other companies. A reconciliation of these measures to the most directly comparable GAAP measure is included in the Appendix to these slides.

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Jaime Ellertson

Chairman & CEO

Everbridge

We provide enterprise software applications that improve organizational response for critical events to keep people safe and businesses running. *Faster.*

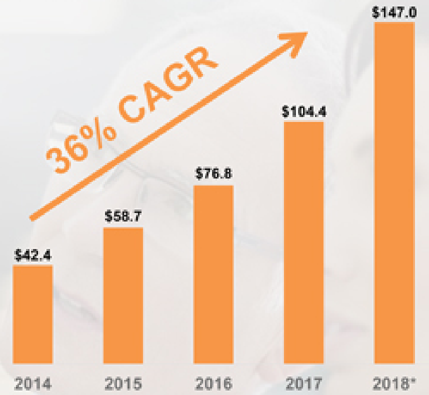
4,267
Enterprise customers [1]

9
Enterprise Applications

Operations
Cashflow Positive [2]

$40+ Billion
market opportunity in 2020 [3]

Revenue in millions of dollars



(1) As of September 30, 2018
(2) Adjusted Cashflow Positive, core business ex-M&A
(3) Everbridge estimates based on data from Frost & Sullivan and Markets and Markets
* Projected results for 2018 include midpoint of high and low projected range for Q4 based on preliminary results for fiscal quarter and year ended December 31, 2018

Investment Highlights

- Leader in Critical Event Management ("CEM") Sector
- Accelerating Enterprise ASP up to 700% with Enterprise CEM Accounts
- $40B+ Growing Total Addressable Market ("TAM")
- Continued growth of core Mass Notification and new applications (e.g., ITA)
- 96% recurring revenue with 110%+ net revenue retention rate
- 150+ global patents on core differentiated technologies
- Attractive unit economics supporting positive long-term model

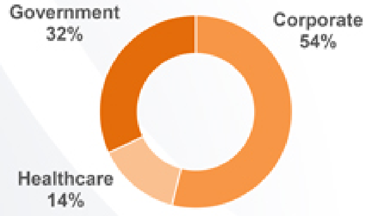
Everbridge Market Leadership

9 OF THE 10 largest investment banks

6 OF THE 10 largest global auto makers

6 OF THE 10 largest global consulting firms

4 OF THE 4 largest global CPA firms



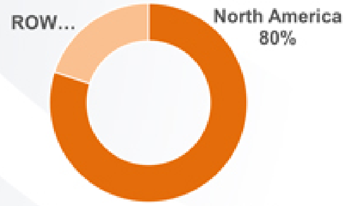
Revenue by Vertical[1]

9 OF THE 10 largest U.S. cities

25 OF THE 25 busiest North American airports

6 OF THE 10 largest High Tech companies

5 OF THE 10 largest health insurers



Revenue by Geography[1]

…but still less than 10% of the Fortune 500 substantially penetrated!

(1) Based on trailing 12 month revenue as of September 30, 2018

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Strong Base with Core Growth

96% GROSS RENEWALS[1] • CONTINUED CORE GROWTH • MULTIPLE GROWTH DRIVERS

- New Federal Market → FedRAMP Authorized
- International Expansion → 162% Q3 2018 Growth[2]
- New Countrywide Deals → PAS + LBAS Technology
- Strong State & Local Government Success
- Continued Large Corporate Wins

(1) Years ended December 31, 2016 and 2017
(2) As of September 30, 2018, compared to three months ended September 30, 2017

New Products Acceleration

STRONG SALES INTO OUR LARGE CUSTOMER BASE DRIVES RAPID GROWTH

- **IT Alerting**
- **Community Engagement**
- **Safety Connection**
- **Crisis Commander**
- **PAS & LBAS**

NEW PRODUCTS PERFORMING WELL IN PAST TWELVE MONTHS

IT Alerting
> 40% Yr/Yr Q3[1]

Safety Connection
> 100% Yr/Yr Q3[1]

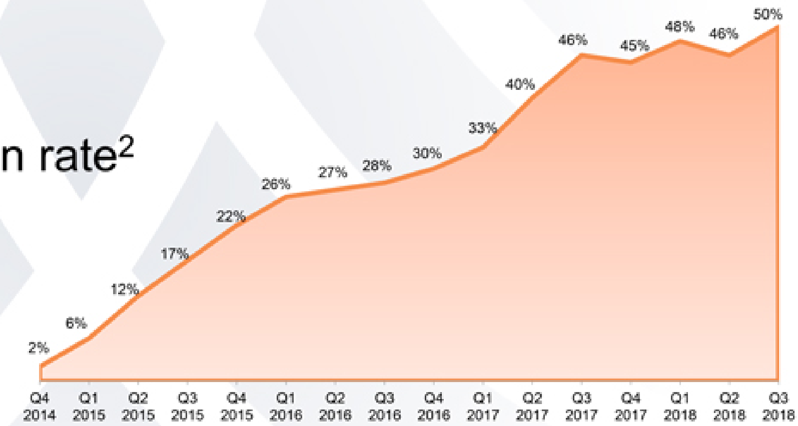
(1) As of September 30, 2018, compared to three months ended September 30, 2017

New Products Cross-Sell & Growth

Installed Base Growth

+ 96% recurring revenue[1]
+ 110%+ net revenue retention rate[2]
+ 2 new products (LTM)[3]
+ Increasing average # of products per customer

NEW PRODUCT BOOKINGS[4] AS % OF TOTAL



(1) Years ended December 31, 2016 and 2017
(2) Years ended December 31, 2015, 2016, and 2017
(3) Trailing 12 months ended September 30, 2018
(4) Represents the total dollar value of new agreements entered into within the prior 12 months, exclusive of renewals

New Integrated Product Suite

CEM

Critical Event Management

PLATFORM

Critical Events Happen Every Day

What Defines a Critical Event?

When your **Assets…**

PEOPLE | PLACES | BRAND | IT SYSTEM | SUPPLY CHAIN

Are impacted by **Threats…**

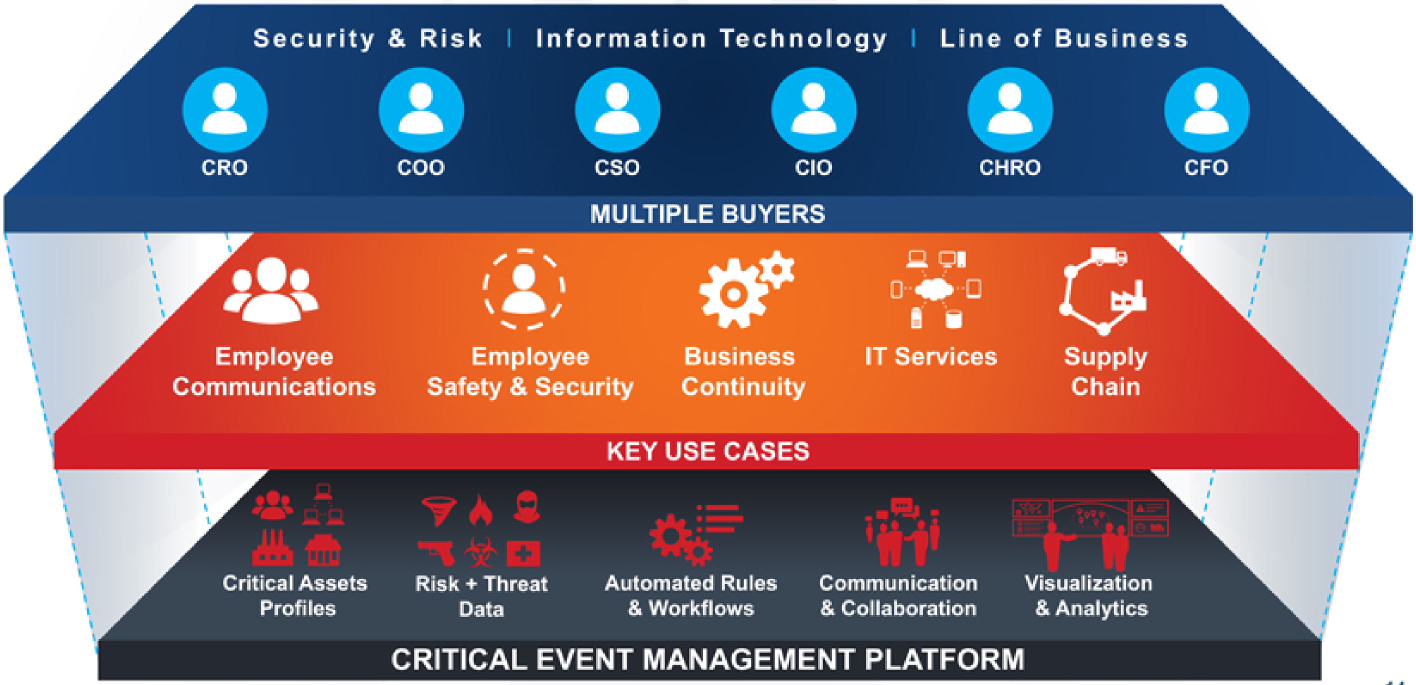
NATURAL DISASTERS | THEFT | HAZMAT | TERRORISM | CYBER

…that is a Critical Event.

Critical events losses cost companies $535 Billion annually[1]

(1) USA Today – June 29, 2016 based on Global Terrorism Database: Munich RE – "NatCatSERVICE Loss events worldwide 1980 – 2015" and "NatCatSERVICE Loss events worldwide 2015"; Institute for Economics and Peace "Global-Terrorism-Index-2015" Swiss Re - Preliminary sigma estimates for 2015: global catastrophes cause economic losses of USD 85 billion" Lloyd's – "Cyber attacks cost companies $400 billion every year"

Critical Event Management Platform



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Consistent Track Record of Expanding TAM

$6.4B[2] + $10.7B[3] + $24.0B

= $40+ Billion TAM[1]

Mass Notification 2004	Critical Alerting Suite Expansion 2012	Critical Event Management Suite 2017
Mass Notification; Incident Management; IT Alerting	Community Engagement; Crisis Commander; PAS & LBAS	Critical Event Data; Visual Command Center; Safety Connection; Analytics; Crisis Management

Analytics, Crisis Management: *Anticipated to be Available in 2019**

From Single Product to Enterprise Suite

* Rollout in progress.
(1) Everbridge estimates based on data from Frost & Sullivan and Markets and Markets.
(2) 2020 Mass Notification market includes: Mass Notification - $4.5 Billion; Secure Messaging - $0.75 Billion; Telemedicine - $0.69 Billion; and Community Engagement - $0.51 Billion (Source: Frost & Sullivan and Markets and Markets).
(3) 2020 IoT and IT Alerting market includes: IoT Alerting - $9.9 Billion and IT Alerting - $0.75 Billion (Source: Frost & Sullivan and Markets and Markets)


Traveling Employees
Global hosting company needed to determine the impact of the London Bridge Attack on Travelers, Expats and locals and who needed help.
Without CEM…
+ Delayed outreach to employees
+ Basic Duty of Care support
+ Lost business value of travel
With CEM…
+ Automated the response + ID process eliminating manually logging into multiple systems
+ Confirmed safety within 8 minutes of impacted employees
+ Let employees feel safer and be more productive at work
$430k
In annual travel disruption losses for a Fortune 1000 Company[1]
SHAHEEN
(1) Everbridge estimates based on daily cost of disrupted travel at $1475/day: https://www.usatoday.com/story/money/business/2014/09/24/travel-hiccups-cost-businesses-time-and-money/16166405/; Average number of trips per year 2951;
16


$210 Billion
in annual economic losses as a result of supply chain disruption[1]
Supply Chain Disruption
Global pharmaceutical company proactively avoided a loss of specialty packaging materials from their Puerto Rico supplier during Hurricane Maria
Without CEM…
+ Lost revenue
+ Expired inventory
+ Under-utilized workforce labor
+ Lost competitive advantage
With CEM…
+ Purchased all available supplies
+ Forced competitors to switch vendors or wait
+ Avoided 2 week delay from switching to new packaging supplier
NOAA
(1) "Aon Benfield: 2016 Annual Report on Global Climate and catastrophe Report",
http://thoughtleadership.aonbenfield.com/Documents/20170117-ab-if-annual-climate-catastrophe-report.pdf.
17


Corporate Safety
Global software company wanted to improve the safety of their campus following well publicized 'active shooter' incidents.
Without CEM…
+ Lost productivity
+ Lost revenue
+ Confused employees
With CEM…
+ Automated the ID of the 'last known' location on campus to deliver location specific safety instructions
+ Aggregated data from employee, contractor and visitor access control systems
6.4 → 16.4
Increase in annual active shooter incidents since 2000[1]
(Source: FBI)
GROUPS
(1) "FBI Releases Study on Active Shooter Incidents",
https://www.fbi.gov/news/stories/fbi-releases-study-on-active-shooter-incidents
18

Market Leading CEM Differentiation

CEM Critical Event Management PLATFORM

GAIN **CLARITY** | ACT **FASTER** | IMPROVE **OUTCOMES**

PLATFORM
One Platform.
One Process.
One Response.
Anywhere.

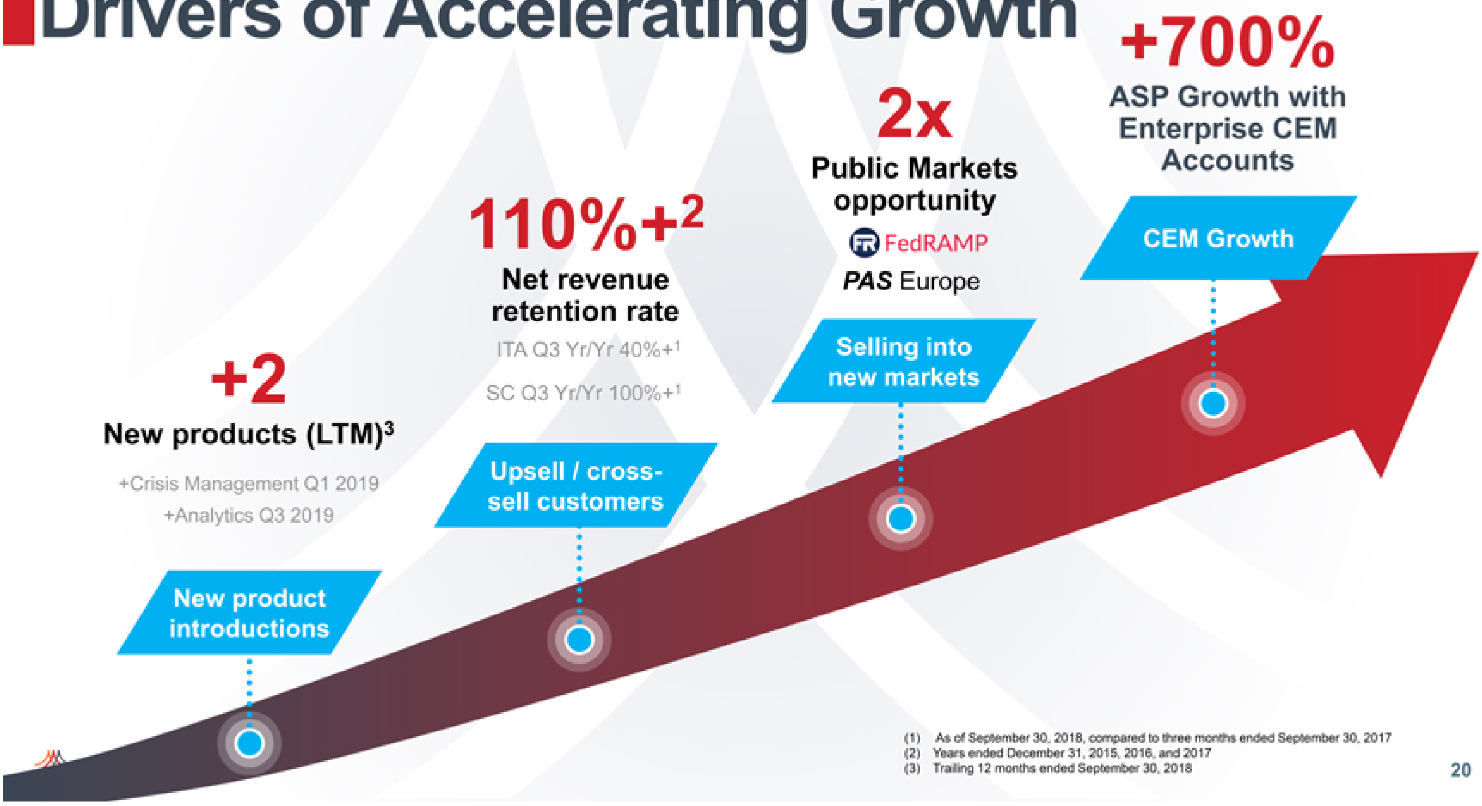
SCALE
Resources to support teams of all sizes globally

DATA
Automated, real-time threat detection for 100+ types of risk

PRODUCTS
Integrated suite for response manage of critical event lifecycles

IP PATENTS
150+ worldwide patents

Drivers of Accelerating Growth



(1) As of September 30, 2018, compared to three months ended September 30, 2017
(2) Years ended December 31, 2015, 2016, and 2017
(3) Trailing 12 months ended September 30, 2018

Ken Goldman

SVP & CFO

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Financial Highlights

- Strong Revenue Growth
- Attractive Customer Economics
- Predictable SaaS Recurring Revenue Model
- Diversified Revenue Profile
- Improving Customer Metrics
- Adjusted EBITDA[1] and Cash Flow Positive
- Attractive Long-term Model

(1) Adjusted EBITDA Positive 2012-2014, 2016, and 2017

Strong Revenue Growth

* Projected results for 2018 include midpoint of high and low projected range for Q4 based on preliminary results for fiscal quarter and year ended December 31, 2018
** Projected results for Q4 2018 based on preliminary results for fiscal quarter ended December 31, 2018

Attractive Customer Economics

FIRST YEAR[1]

$1.00

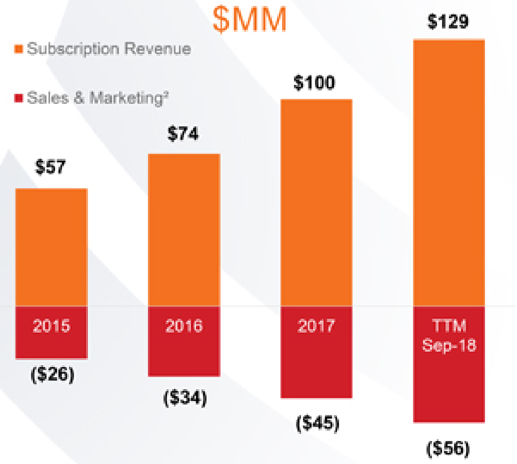
spent to acquire $1 of recurring revenue

SUBSEQUENT YEARS[1]

6¢

spent to retain $1 of recurring revenue

SALES INVESTMENT CONTINUES TO YIELD RETURN $MM



(1) Reflects $1.00 spent to generate each $1.00 of new sales in 2017, compared to 12 months of contract value for contracts entered into in 2017, and $0.06 to renew each $1.00 of renewal sales in 2017, compared to 12 months of contract value for contracts renewed in 2017
(2) Excludes share-based compensation expense. Please refer to endnotes for the reconciliation of sales and marketing expense to non-GAAP sales and marketing expenses

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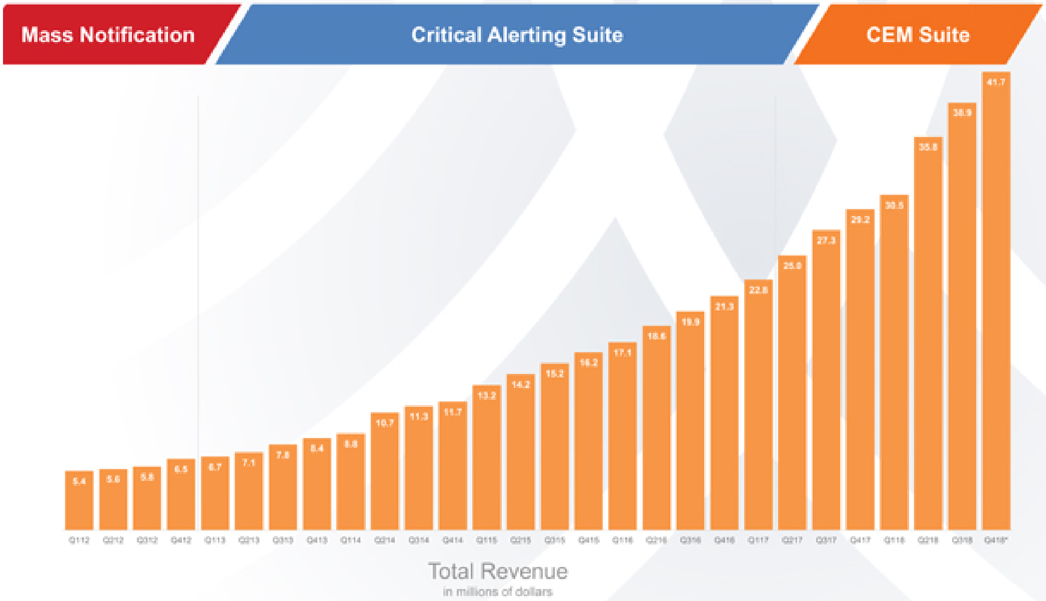
Predictable SaaS Recurring Revenue Model



96%
of revenue is recurring subscription [1]

90%+
of revenue contracted prior to quarter start [2]

110+%
net revenue retention rate [3]

2
years average length of customer contract [4]

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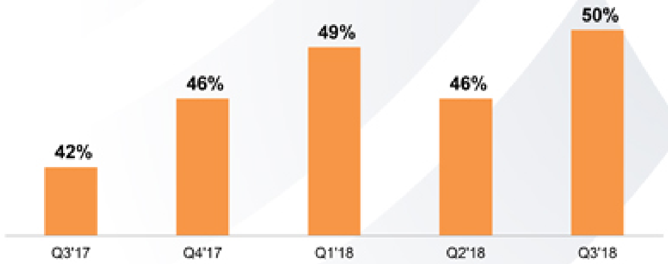
(1) Years ended December 31, 2016 and 2017
(2) Over 90% of the revenue recognized in each of the eight most recently completed quarters was generated from contracts entered into in prior quarters or renewals of those contracts, exclusive of upsells
(3) Years ended December 31, 2015, 2016, and 2017
(4) 2 year average contract duration as of December 31, 2017
* Projected results for Q4 2018 include midpoint of high and low projected range for Q4 based on preliminary results for fiscal quarter ended December 31, 2018

Continued Strong Business Momentum

% OF NON-MASS NOTIFICATION BOOKINGS (LTM BASIS)[1]

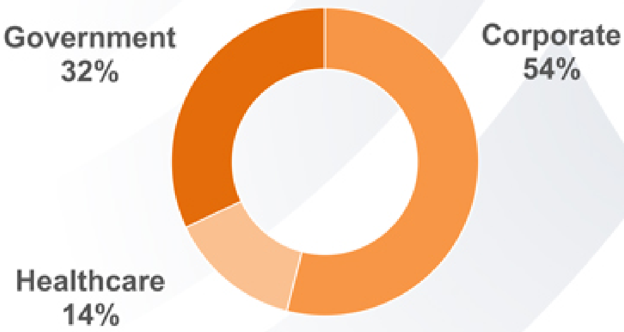


NUMBER OF MULTI-PRODUCT DEALS SIGNED

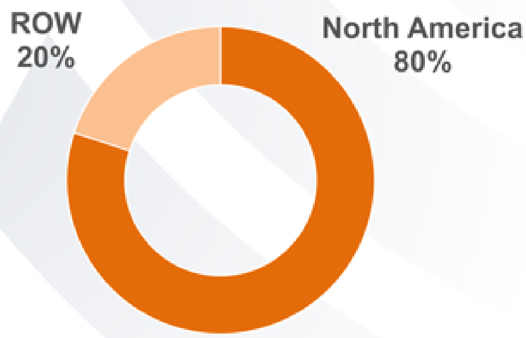
(1) Represents the total dollar value of new agreements entered into within the prior 12 months, exclusive of renewals

Diversified Revenue Profile

Revenue by Vertical[1]



Revenue by Geography[1]



(1) Trailing 12 months ended September 30, 2018

History of Positive Profitability and Cash Flow

Adjusted EBITDA[1]
in millions of dollars

Operations Cash Flow
in millions of dollars

(1) See slide 31 for a reconciliation of adjusted EBITDA to net loss, the most comparable metric calculated in accordance with U.S. GAAP

Attractive Financial Model (As a % of Revenue)

	2013	2014	2015	2016	2017	2018*	LT Model
Revenue growth	-	41%	38%	31%	36%	41%	20-25%
Adjusted Gross Margin[1]	71%	72%	70%	72%	72%	–	77-82%
Sales & Marketing[1]	39%	37%	44%	44%	43%	–	37-39%
Research & Development[1]	19%	17%	19%	19%	20%	–	14-16%
General & Administrative[1]	14%	16%	18%	15%	15%	–	8-10%
Adjusted EBITDA Margin[1]	7%	6%	(6%)	0%	0%	–	20-25%

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(1) See slide 31 for a reconciliation of non-GAAP metrics to the most comparable metrics calculated in accordance with U.S. GAAP
* Projected results for 2018 include midpoint of high and low projected range for Q4 based on preliminary results for fiscal quarter and year ended December 31, 2018

Investment Summary

Experienced Public Company Management Team

Adjusted EBITDA **Positive**[1]

36% Revenue CAGR[2]

110+% net revenue retention rate[3]

SaaS Subscription Model

Growing Enterprise Software Suite

$40 Billion TAM in 2020[4]

Disruptive in Physical Safety & Security Market

(1) Adjusted EBITDA positive 2017, 2016, and 2012-2014
(2) 36% compound annual growth rate is for 2014-2018 projected results which include midpoint of high and low projected range for Q4 based on preliminary results for fiscal quarter and year ended December 31, 2018
(3) Year ended December 31, 2017
(4) Everbridge estimates based on data from Frost & Sullivan and Markets and Markets

ENDNOTES – NON-GAAP RECONCILITATION

$millions	For the 12 months ended December 31,						For the nine months ended	
	2012	2013	2014	2015	2016	2017	30-Sep 2017	30-Sep 2018
Gross Profit	$15.8	$21.3	$30.3	$ 38.9	$ 53.1	$ 72.8	$ 52.2	$ 71.8
Amortization of acquired intangibles	$ 0.2	$ 0.0	$ 0.2	$ 2.0	$ 2.3	$ 1.6	$ 1.3	$ 1.0
Stock-based compensation	$ 0.0	$ 0.0	$ 0.1	$ 0.1	$ 0.2	$ 0.6	$ 0.3	$ 1.9
Adjusted Gross Margin	**$16.0**	**$21.4**	**$30.7**	**$ 41.1**	**$ 55.6**	**$ 75.0**	**$ 53.8**	**$ 74.7**
Sales & Marketing	$ 8.0	$11.7	$15.8	$ 25.9	$ 34.8	$ 34.8	$ 33.6	$ 51.3
Stock-based compensation	$ (0.0)	$ (0.1)	$ (0.1)	$ (0.3)	$ (0.7)	$ (0.7)	$ (1.3)	$ (7.2)
non-GAAP Sales & Marketing	**$ 8.0**	**$11.6**	**$15.7**	**$ 25.6**	**$ 34.1**	**$ 34.1**	**$ 32.3**	**$ 44.2**
Research & Development	$ 5.1	$ 5.7	$ 7.4	$ 11.5	$ 14.8	$ 14.8	$ 16.1	$ 30.6
Stock-based compensation	$ (0.6)	$ (0.0)	$ (0.1)	$ (0.3)	$ (0.3)	$ (0.3)	$ (0.7)	$ (5.6)
non-GAAP Research and Development	**$ 4.4**	**$ 5.7**	**$ 7.2**	**$ 11.2**	**$ 14.4**	**$ 14.4**	**$ 15.3**	**$ 24.9**
General & Administrative	$ 7.4	$ 4.4	$ 7.4	$ 12.3	$ 14.3	$ 14.3	$ 16.6	$ 23.6
Amortization of acquired intangibles	$ -	$ -	$ (0.7)	$ (1.1)	$ (0.9)	$ (0.9)	$ (1.6)	$ (3.5)
Stock-based compensation	$ (2.7)	$ (0.0)	$ (0.0)	$ (0.8)	$ (1.9)	$ (1.9)	$ (2.6)	$ (5.6)
non-GAAP General & Administrative	**$ 4.7**	**$ 4.3**	**$ 6.7**	**$ 10.4**	**$ 11.5**	**$ 11.5**	**$ 12.5**	**$ 14.5**
Net Income/(Loss)	$ (5.1)	$ (0.9)	$ (0.6)	$(10.8)	$(11.3)	$(19.6)	$ (13.9)	$ (37.7)
Interest expense, net	$ 0.3	$ 0.3	$ 0.3	$ 0.5	$ 0.5	$ 0.2	$ (0.2)	$ 3.4
Tax expense, net	$ 0.1	$ 0.1	$ (0.1)	$ (0.6)	$ (0.0)	$ 0.0	$ (0.1)	$ 0.4
Depreciation & Amortization	$ 2.5	$ 2.5	$ 2.5	$ 6.0	$ 7.7	$ 10.2	$ 7.6	$ 10.2
Stock-based compensation	$ 3.4	$ 0.2	$ 0.4	$ 1.5	$ 3.1	$ 9.3	$ 4.9	$ 20.3
Adjusted EBITDA	**$ 1.2**	**$ 2.1**	**$ 2.5**	**$ (3.4)**	**$ -**	**$ 0.1**	**$ (1.6)**	**$ (3.5)**

APPENDIX – RECENT DEVELOPMENTS

	Year ended December 31, 2018 Range				Three months ended December 31, 2018 Range			
		Low		High		Low		High
								(in millions)
Revenue*	**$**	**146.9**	**$**	**147.1**	**$**	**41.6**	**$**	**41.8**
GAAP net loss**	$	(48.3)	$	(47.7)	$	(10.6)	$	(10.0)
GAAP net loss per share**	$	(1.66)	$	(1.64)	$	(0.36)	$	(0.34)
Non-GAAP net loss**	$	(16.3)	$	(15.9)	$	(3.3)	$	(2.9)
Non-GAAP net loss per share**	$	(0.56)	$	(0.55)	$	(0.11)	$	(0.10)
Basic and diluted weighted average shares outstanding**	$	29.1	$	29.1	$	29.6	$	29.6
Adjusted EBITDA**	$	(3.1)	$	(2.8)	$	0.4	$	0.7
Non-GAAP Reconciliation:								
Net loss**	$	(48.3)	$	(47.7)	$	(10.6)	$	(10.0)
Amortization of acquired intangibles**	$	6.7	$	6.7	$	2.2	$	2.2
Stock-based compensation**	$	25.3	$	25.1	$	5.1	$	4.9
Non-GAAP net loss**	**$**	**(16.3)**	**$**	**(15.9)**	**$**	**(3.3)**	**$**	**(2.9)**
Net loss**	$	(48.3)	$	(47.7)	$	(10.6)	$	(10.0)
Interest (income) expense, net**	$	4.8	$	4.8	$	1.4	$	1.4
Income taxes, net**	$	0.8	$	0.7	$	0.4	$	0.3
Depreciation and amoritzation**	$	14.3	$	14.3	$	4.1	$	4.1
EBITDA**	**$**	**(28.4)**	**$**	**(27.9)**	**$**	**(4.7)**	**$**	**(4.2)**
Stock-based compensation**	$	25.3	$	25.1	$	5.1	$	4.9
Adjusted EBITDA**	**$**	**(3.1)**	**$**	**(2.8)**	**$**	**0.4**	**$**	**0.7**

* Projected results for Q4 2018 and full year 2018 include midpoint of high and low projected ranges for Q4 based on preliminary results for fiscal quarter and year ended December 31, 2018. Neither our former registered independent accounting firm, KPMG LLP, nor our current independent registered public accounting firm, Ernst & Young LLP, has audited or reviewed, or expresses an opinion with respect to, these data.
** Based on information available as of January 14, 2019, the information provided for the fourth quarter and full year 2018 is consistent with the information previously provided in our Current Report on Form 8-K filed with the SEC on November 5, 2018.