SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* **Hughes Robert W**	2. Issuer Name **and** Ticker or Trading Symbol **EVERBRIDGE, INC.** [EVBG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **C/O EVERBRIDGE, INC.** **25 CORPORATE DRIVE**	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2018	Director 10% Owner X Officer (give title below) Other (specify below) **President**
(Street) **BURLINGTON MA 01803**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	07/31/2018		M		16,500[(1)]	A	[(1)]	42,941	D	
Common Stock	07/31/2018		F		7,335[(2)]	D	$44.98	35,606	D	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	$0.00	07/31/2018		M			16,500	[(3)]	[(4)]	Common Stock	16,500	$0.00	33,500	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. Represents shares of Common Stock withheld by the Company to satisfy tax withholding obligations in connection with the net issuance of shares of Common Stock delivered to the Reporting Person on July 31, 2018, from the vesting of restricted stock units. Shares withheld by the Company to satisfy tax withholding obligations (and the net issuance) are based on the closing price of the Company's Common Stock on July 31, 2018.

3. On August 1, 2017, the reporting person was granted restricted stock units (RSUs). The RSUs vested as to 33% of the total shares on July 31, 2018.

4. Not applicable.

Remarks:

/s/ Elliot J. Mark, Attorney-in-Fact   08/02/2018

** 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.