

**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

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

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 01803</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EVERBRIDGE, INC. [ EVBG ]</u>	5. 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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	09/30/2023		M		410	A	(1)	9,864	D	
Common Stock	09/30/2023		M		398	A	(1)	10,262	D	
Common Stock	10/02/2023		S		281 <sup>(2)</sup>	D	\$22.4991	9,981	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
Restricted Stock Unit	(1)	09/17/2020		A		1,205 <sup>(3)</sup>		(4)	(5)	Common Stock	1,205 <sup>(3)</sup>	\$0.00	1,205 <sup>(3)</sup>	D	
Restricted Stock Unit	(1)	09/30/2023		M		410		(6)	(5)	Common Stock	410	\$0.00	0	D	
Restricted Stock Unit	(1)	09/30/2023		M		398		(7)	(5)	Common Stock	398	\$0.00	2,392	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents the contingent right to receive on share of Everbridge common stock.
- Represents the number of shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs.
- This RSU grant was inadvertently not reported when it was granted. All of the RSUs subject to this grant have since vested and Forms 4 have been timely filed to report the vesting of the RSUs. This report serves to reflect grant and list the number of RSUs outstanding as of the date of grant.
- The RSUs vested 33% on September 30, 2021, 33% on September 30, 2022, and 34% on September 30, 2023
- Not applicable.
- On September 17, 2020, the Reporting Person was granted RSUs. The remaining RSUs vested as to 34% of the total shares on September 30, 2023.
- On March 16, 2022, the Reporting Person was granted RSUs. A portion of the RSUs vested on September 30, 2023.

**Remarks:**

/s/ Noah F. Webster, Attorney-in-Fact 10/02/2023

\*\* 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.