

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT<sup>a</sup>**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 5, 2022**

**Everbridge, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-37874</b>	<b>26-2919312</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>25 Corporate Drive, Suite 400, Burlington, Massachusetts</b>		<b>01803</b>
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value</b>	<b>EVBG</b>	<b>The Nasdaq Stock Market</b>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 5, 2022, the Board of Directors (the “Board”) of Everbridge, Inc. (the “Company”) appointed David Henshall to serve as a member of our Board, effective immediately, to hold office until our 2022 annual meeting of stockholders and his successor has been duly elected and qualified or his earlier death, resignation or removal. Mr. Henshall also has been named Vice Chair of the Board and, in addition to his Board responsibilities, will assist the Board and our senior management team on strategic and operational matters. The Board has determined that Mr. Henshall satisfies the definition of an “independent director” under the Nasdaq listing standards and the Board’s Corporate Governance Guidelines.

Mr. Henshall, age 53, currently serves as advisor to the Chief Executive Officer of Citrix Systems, Inc. (“Citrix”), a provider of workplace mobility solutions, a position he has held since October 2021. He was the President and Chief Executive Officer of Citrix from July 2017 to October 2021, and prior to that he was the Chief Operating Officer and Chief Financial Officer of Citrix from March 2014 to June 2017. Mr. Henshall also served as a member of our Board from July 2015 to May 2018.

Until we hire a permanent Chief Executive Officer or have otherwise agreed, Mr. Henshall will be entitled to receive a quarterly cash retainer of \$45,000. Thereafter, Mr. Henshall will be entitled to receive an annual cash retainer equal to that paid to our other non-employee directors. Mr. Henshall has been granted 16,661 restricted stock units which will vest in increments of 50% on January 31, 2023, and 50% on January 31, 2024, provided that there has not been a termination of continuous service as of each such date. The vesting and other material terms of these restricted stock units are the same as those that apply to the non-employee directors’ annual equity awards. The material terms of the non-employee directors’ compensation are described in our most recent proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 7, 2022, under the heading “Director Compensation.” In addition, Mr. Henshall will enter into our standard form of indemnification agreement, the form of which has been filed as Exhibit 10.9 to our Registration Statement on Form S-1, filed with the SEC on August 19, 2016.

Mr. Henshall does not have any family relationships with any of the Company’s directors or executive officers, is not a party to any transactions of the type that would be required to be reported under Item 404(a) of Regulation S-K, and was not appointed pursuant to any arrangement or understanding with any other person.

On January 10, 2022, David Meredith, the Company’s Chief Executive Officer and a member of the Board, informed the Company that his previously announced resignation from the Board would be effective immediately, rather than on January 30, 2022, as previously disclosed in a Form 8-K filed by the Company on December 9, 2021. As stated in a press release issued by the Company on December 9, 2021, Mr. Meredith’s resignation is not related to any matter regarding the Company’s financial condition, reported financial results, internal controls or disclosure controls and procedures.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated January 11, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## 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 11, 2022

By: /s/ Elliot J. Mark

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Elliot J. Mark

*Senior Vice President, General Counsel and Secretary*

Everbridge Appoints Former Citrix President & CEO David Henshall to  
its Board of Directors

**BURLINGTON, Mass. – January 11, 2022 – Everbridge, Inc.** (NASDAQ: EVBG), the global leader in critical event management (CEM) and national public warning solutions, today announced the appointment of David Henshall as Vice Chairman of the Everbridge Board of Directors. Mr. Henshall most recently served as President & CEO of Citrix Systems, a leading multinational provider of cloud computing and virtualization technology, where he held executive roles for the past nearly twenty years. Mr. Henshall rejoins the Everbridge Board, having previously served as a director from 2015 – 2018.

“We are honored to welcome David back to the Everbridge Board as Vice Chairman,” said Jaime Ellertson, Chairman of the Everbridge Board of Directors. “As President & CEO of Citrix, where he served for nearly two decades, David helped accelerate and transform the company’s growth and global adoption of its market-leading software-as-a-service (SaaS) solutions around the world. David’s focus on creating a customer-first, global culture through the innovation of digital workspace technology will be invaluable to Everbridge as we continue to expand enterprise adoption for our CEM platform globally.”

Prior to his role as President, CEO, and Director of Citrix, Mr. Henshall served as Chief Operating Officer and Chief Financial Officer, overseeing the company’s worldwide finance, operations, and administration organizations. Before joining Citrix, he served as Chief Financial Officer of Rational Software Corporation, a software company acquired by IBM Corporation.

“The need for Everbridge’s global platform and services are more relevant now than ever as corporations, governments, and hospitals seek the technology and best practices to ensure enterprise resilience through the safety of their teams, the continuity of their operations, and protection of their digital assets, supply chain, revenues, and brand,” said Henshall. “I am honored to return to the Everbridge Board in the role of Vice Chairman, and to work with the management team on their strategic mission.”

### **About Everbridge**

Everbridge, Inc. (NASDAQ: EVBG) is a global software company that provides enterprise software applications that automate and accelerate organizations’ operational response to critical events in order to Keep People Safe and Organizations Running™. During public safety threats such as active shooter situations, terrorist attacks or severe weather conditions, as well as critical business events including IT outages, cyber-attacks or other incidents such as product recalls or supply-chain interruptions, over 6,000 global customers rely on the Company’s Critical Event Management Platform to quickly and reliably aggregate and assess threat data, locate people at risk and responders able to assist, automate the execution of pre-defined communications processes through the secure delivery to over 100 different communication devices, and track progress on executing response plans. Everbridge serves 8 of the 10 largest U.S. cities, 9 of the 10 largest U.S.-based investment banks, 47 of the 50 busiest North American airports, 9 of the 10 largest global consulting firms, 8 of the 10 largest global automakers, 9 of the 10 largest U.S.-based health care providers, and 7 of the 10 largest technology companies in the world. Everbridge is based in Boston with additional offices in 25 cities around the globe. For more information, visit [www.everbridge.com](http://www.everbridge.com), read the company [blog](#), and follow on [Twitter](#) and [Facebook](#).

### **Cautionary Language Concerning Forward-Looking Statements**

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, statements regarding the anticipated opportunity and trends for growth in our critical communications and enterprise safety applications and our overall business, our market opportunity, our expectations regarding sales of our products, our goal to maintain market leadership and extend the markets in which we compete for customers, and anticipated impact on financial results. These forward-looking statements are made as of the date of this press release and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as “expect,” “anticipate,” “should,” “believe,” “target,” “project,” “goals,” “estimate,” “potential,” “predict,” “may,” “will,” “could,” “intend,” variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond our control. Our actual

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results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the ability of our products and services to perform as intended and meet our customers' expectations; our ability to successfully integrate businesses and assets that we may acquire; our ability to attract new customers and retain and increase sales to existing customers; our ability to increase sales of our Mass Notification application and/or ability to increase sales of our other applications; developments in the market for targeted and contextually relevant critical communications or 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 attract, integrate and retain qualified personnel; our ability to maintain successful relationships with our channel partners and technology partners; our ability to manage our growth effectively; our ability to respond to competitive pressures; potential liability related to privacy and security of personally identifiable information; 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 ("SEC"), including but not limited to our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the SEC on February 26, 2021. The forward-looking statements included in this press release represent our views as of the date of this press release. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

*All Everbridge products are trademarks of Everbridge, Inc. in the USA and other countries. All other product or company names mentioned are the property of their respective owners.*

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