

| OMB APPROVAL                                 |           |
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**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

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*<br><u>HUFF PHILLIP E</u><br><br>(Last) (First) (Middle)<br>C/O EVERBRIDGE, INC.<br>25 CORPORATE DRIVE<br><br>(Street)<br>BURLINGTON MA 01803<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EVERBRIDGE, INC. [ EVBG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <span style="float:right">10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span><br><u>VP, Chief Accounting Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/10/2021</u>           |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>05/12/2021</u>   |   |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |  |
| Common Stock                    | 05/10/2021                           |  | M                              |   | 2,500   | A          | (1)      | 5,745   | D  |  |
| Common Stock                    | 05/11/2021                           |  | F                              |   | 865(2)  | D          | \$110.28 | 4,880   | 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 |
| Performance-based Restricted Stock Unit    | \$0.00   | 05/10/2021                           |  | M                              |   | 2,500  | (3) | (4)  |                 | Common Stock  | 2,500                                      | \$0.00   | 2,500   | D  |       |

**Explanation of Responses:**

- Performance-based restricted stock units (PSUs) convert into common stock on a one-for-one basis.
- 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 May 10, 2021.
- On February 14, 2019, the reporting person was granted performance-based restricted stock units (PSUs). The PSUs vested as to 50% on May 10, 2021.
- Not applicable.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact 08/13/2021

\*\* 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.