

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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1. Name and Address of Reporting Person* IRVIN VERNON			2. Issuer Name and Ticker or Trading Symbol EVERBRIDGE, INC. [EVBG]			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) EVP, Chief Revenue Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2019			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O EVERBRIDGE, INC. 25 CORPORATE DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) BURLINGTON MA 02108								
(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			

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	\$0.00	10/24/2019		A		50,000		(1)	(2)	Common Stock	50,000	\$0.00	50,000	D	
Performance-based Restricted Stock Unit	\$0.00	10/24/2019		A		50,000		(3)	09/30/2022	Common Stock	50,000	\$0.00	50,000	D	

Explanation of Responses:

- Represents a grant of restricted stock units under the Everbridge, Inc. 2016 Equity Incentive Plan. Each restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Subject to accelerated vesting in certain circumstances, the restricted stock units are scheduled to vest 33% on September 30, 2020, 33% on September 30, 2021, and 34% on September 30, 2022, as long as the reporting person remains in the service of Everbridge through the respective vesting date.
- Not applicable.
- Represents a grant of performance-based restricted stock units ("PSU") under the Everbridge, Inc. 2016 Equity Incentive Plan. Each PSU represents the contingent right to receive, upon vesting of the unit, one share of Everbridge common stock. Up to sixty-two and one-half percent (62.5%) of the PSUs will become eligible to vest at the end of the fiscal quarter after the second anniversary of the vesting commencement date of September 4, 2019 based on the compound annual growth rate ("CAGR") achieved during the eight fiscal quarters preceding the then most recent fiscal quarter, and up to an additional sixty-two and one-half percent (62.5%) of the PSUs will become eligible to vest at the end of the fiscal quarter after the third anniversary of the vesting commencement date of September 4, 2019 based on the CAGR achieved during the 12 fiscal quarters preceding the then most recent fiscal quarter.

Remarks:

Elliot J. Mark, Attorney-in-Fact 10/30/2019

** 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.