UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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
   Totton James
   C/O EVERBRIDGE, INC.
   25 CORPORATE DRIVE
   BURLINGTON MA 01803

2. Issuer Name and Ticker or Trading Symbol
   EVERBRIDGE, INC. [ EVBG ]

3. Date of Earliest Transaction (Month/Day/Year)
   07/29/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)
   07/31/2020

5. Relationship of Reporting Person(s) to Issuer
   Director, 10% Owner
   EVP, Product Mgmt, Eng & Ops

1. Title of Security (Instr. 3)
   Common Stock

2. Transaction Date (Month/Day/Year)
   07/29/2020

3. Transaction Code (Instr. 4)
   (A) or (D)

4. Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)
   A

5. Amount of Securities Beneficially Owned Following Reported
   Transaction(s) (Instr. 7)
   1,051

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 8)
   D

7. Nature of Indirect Beneficial Ownership (Instr. 9)

1. Title of Derivative Security (Instr. 3)
   Performance-based Restricted Stock Unit

2. Conversion or Exercise Price of Derivative Security
   $0.00

3. Transaction Date (Month/Day/Year)
   07/29/2020

4. Transaction Code (Instr. 4)
   A

5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 5 and 6)
   1,051

6. Date Exercisable (Month/Day/Year)
   07/28/2030

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
   Common Stock

8. Price of Derivative Security (Instr. 5)
   $0.00

9. Number of derivative Securities Beneficially Owned Following Reported
   Transaction(s) (Instr. 7)
   1,051

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 8)
    D

11. Nature of Indirect Beneficial Ownership (Instr. 9)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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<th>Code</th>
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Restricted Stock Unit

Performance-based Restricted Stock Unit

Explanation of Responses:
1. 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 July 31, 2021, 33% on July 31, 2022, and 34% on July 31, 2023, as long as the reporting person remains in the service of Everbridge through the respective vesting date.

2. Not applicable.

3. Represents a grant of performance-based restricted stock units (“PSUs”) 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 grant date 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 grant date based on the CAGR achieved during the last fiscal quarter preceding the then most recent fiscal quarter.

Remarks:

Elliot J. Mark, Attorney-in-Fact 08/07/2020
** 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).


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.