

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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* <u>Rockvam David E</u> <hr/> (Last) (First) (Middle) <u>25 CORPORATE DRIVE</u> <u>4TH FLOOR</u> <hr/> (Street) <u>BURLINGTON MA 01803</u> <hr/> (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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2024</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			

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 Units	(1)	03/07/2024		A		115,000		(2)	(3)	Common Stock	115,000	\$0.00	115,000	D	
Performance Stock Unit	(1)	03/07/2024		A		115,000		(4)	(3)	Common Stock	115,000	\$0.00	115,000	D	

Explanation of Responses:

- Each restricted stock unit represents the contingent right to receive one share of Everbridge common stock.
- Represents a restricted stock unit ("RSU") award. Twenty-five percent (25%) of the total number of RSUs shall vest on February 28, 2025 and the remaining RSUs shall vest in 12 equal quarterly installments thereafter, subject to the Reporting Person remaining in the service of Issuer through each vesting date.
- Not applicable.
- Represents a grant of performance-based restricted stock units ("PSU") under the Issuer's 2022 Inducement Plan. Each PSU represents the contingent right to receive, upon vesting of the unit, one share of the Issuer's common stock. Upon the filing of Everbridge's Form 10-Q for the quarter ended March 31, 2026, up to 62.5% of the PSUs will become eligible to vest based on (a) the compound annual growth rate (CAGR) achieved during the eight fiscal quarters ending December 31, 2025, weighted at 50%, and (b) the adjusted earnings before interest, taxes, depreciation, and amortization ("AEBITDA"), weighted at 50%. Upon the filing of Everbridge's Form 10-Q for the quarter ended March 31, 2027, up to an additional 62.5% of the PSUs will become eligible to vest based on (a) the CAGR achieved during the twelve fiscal quarters ending December 31, 2026, weighted at 50%, and (b) the AEBITDA weighted at 50%.

/s/ Noah F. Webster, Attorney-
in-Fact 03/28/2024

** 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.