

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HUFF PHILLIP E</u>  (Last) (First) (Middle) C/O EVERBRIDGE, INC. 25 CORPORATE DRIVE  (Street) BURLINGTON MA 01803  (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>VP, Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	11/08/2022		M		110	A	(1)	6,262	D	
Common Stock	11/08/2022		F		39(2)	D	\$27.69	6,223	D	
Common Stock	11/08/2022		M		271	A	(1)	6,494	D	
Common Stock	11/08/2022		F		94(2)	D	\$27.69	6,400	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	11/08/2022		M		110		(3)	(4)	Common Stock	110	\$0.00	0	D	
Performance-based Restricted Stock Unit	\$0.00	11/08/2022		M		271		(5)	(4)	Common Stock	271	\$0.00	602	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 November 8, 2022.
- On August 30, 2019 the reporting person was granted performance-based restricted stock units (PSUs). The PSUs vested as to 60% on November 8, 2022.
- Not applicable.
- On September 17, 2020, the reporting person was granted performance-based restricted stock units (PSUs). The PSUs vested as to 45% on November 8, 2022.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact 11/10/2022

\*\* 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.

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