

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

EVERBRIDGE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-2919312
(I.R.S. Employer
Identification No.)

25 Corporate Drive, Suite 400
Burlington, Massachusetts 01803
(Address of principal executive offices) (Zip code)

2016 Equity Incentive Plan
2016 Employee Stock Purchase Plan
(Full titles of the plans)

Jaime Ellertson
Chief Executive Officer
Everbridge, Inc.
25 Corporate Drive, Suite 400
Burlington, Massachusetts 01803
(818) 230-9700
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Elliot J. Mark, Esq.
Everbridge, Inc.
25 Corporate Drive, Suite 400
Burlington, Massachusetts 01803
(818) 230-9700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
2016 Equity Incentive Plan				
Common Stock, \$0.001 par value per share	891,006 shares(3)	\$69.41	\$61,844,726.46	\$7,495.59
2016 Employee Stock Purchase Plan				
Common Stock, \$0.001 par value per share	200,000 shares(4)	\$69.41	\$13,882,000	\$1,682.50
Total	1,091,006 shares	N/A	\$75,726,726.46	\$9,178.09

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) that become issuable under the Everbridge, Inc. 2016 Equity Incentive Plan (the “2016 EIP”) and the Everbridge, Inc. 2016 Employee Stock Purchase Plan (the “2016 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
 - (2) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$69.41, the average of the high and low prices of the Registrant’s Common Stock as reported on The NASDAQ Global Market on February 27, 2019.
 - (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2016 EIP on January 1, 2019 pursuant to an “evergreen” provision contained in the 2016 EIP.
 - (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the 2016 ESPP on January 1, 2019 pursuant to an “evergreen” provision contained in the 2016 ESPP.
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**INCORPORATION BY REFERENCE OF CONTENTS
OF REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed by Everbridge, Inc. (the "Registrant") for the purpose of registering (i) an additional 891,006 shares of Common Stock issuable pursuant to the Everbridge, Inc. 2016 Equity Incentive Plan (the "2016 EIP") and (ii) an additional 200,000 shares of Common Stock issuable pursuant to the Everbridge, Inc. 2016 Employee Stock Purchase Plan (the "2016 ESPP"). These additional shares of Common Stock are securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2016 EIP and 2016 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 16, 2016 (File No. 333-213679), on Form S-8 filed with the Commission on March 23, 2017 (File No. 333-216909), and on Form S-8 filed with the Commission on September 24, 2018 (File No. 333-227502). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Fifth Amended and Restated Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Form of Common Stock Certificate of the Registrant.
5.1	Opinion of Elliot J. Mark, Esq. (filed herewith).
23.1	Consent of Ernst & Young LLP (filed herewith).
23.2	Consent of KPMG LLP (filed herewith).
23.3	Consent of Elliot J. Mark, Esq. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1(4)	2016 Equity Incentive Plan and Forms of Stock Option Agreement, Notice of Exercise and Stock Option Grant Notice thereunder.
99.2(5)	Forms of Restricted Stock Unit Award Agreement and Restricted Stock Unit Award Notice under 2016 Equity Incentive Plan101_210.htm.
99.3(6)	2016 Employee Stock Purchase Plan.

(1)	Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37874), originally filed with the Commission on September 24, 2016, and incorporated herein by reference.
(2)	Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37874), originally filed with the Commission on September 24, 2016, and incorporated herein by reference.
(3)	Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-213217), originally filed with the Commission on September 6, 2016, as amended, and incorporated herein by reference.
(4)	Previously filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1/A (File No. 333-213217), originally filed with the Commission on September 6, 2016, as amended, and incorporated herein by reference.
(5)	Previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37874), originally filed with the Commission on August 14, 2017, and incorporated herein by reference.
(6)	Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1/A (File No. 333-213217), originally filed with the Commission on September 6, 2016, as amended, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Burlington, Commonwealth of Massachusetts, on March 1, 2019.

EVERBRIDGE, INC.

By: /s/ Patrick Brickley

Patrick Brickley

Senior Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jaime Ellertson, Patrick Brickley and Elliot J. Mark, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jaime Ellertson</u> Jaime Ellertson	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 1, 2019
<u>/s/ Patrick Brickley</u> Patrick Brickley	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 1, 2019
<u>/s/ Phillip E. Huff</u> Phillip E. Huff	Vice President and Corporate Controller (Principal Accounting Officer)	March 1, 2019
<u>/s/ Richard D'Amore</u> Richard D'Amore	Director	March 1, 2019
<u>/s/ Alison Dean</u> Alison Dean	Director	March 1, 2019
<u>/s/ Bruns Grayson</u> Bruns Grayson	Director	March 1, 2019
<u>/s/ Kent Mathy</u> Kent Mathy	Director	March 1, 2019
<u>/s/ Sharon Rowlands</u> Sharon Rowlands	Director	March 1, 2019

March 1, 2019

Everbridge, Inc.
25 Corporate Drive, Suite 400
Burlington, MA 01803

Ladies and Gentlemen:

I am the General Counsel of Everbridge, Inc., a Delaware corporation (the “**Company**”), and am providing this opinion in connection with the filing of a registration statement on Form S-8 (the “**Registration Statement**”) with the Securities and Exchange Commission, covering the offering of up to an aggregate of 1,091,006 shares of the Company’s Common Stock, \$0.001 par value (the “**Shares**”), including (i) 891,006 shares (the “**2016 EIP Shares**”) pursuant to the Company’s 2016 Equity Incentive Plan (the “**2016 EIP**”) and (ii) 200,000 shares (the “**2016 ESPP Shares**”) pursuant to the Company’s 2016 Employee Stock Purchase Plan (the “**2016 ESPP**,” and collectively with the 2016 EIP, the “**Plans**”).

In connection with this opinion, I have examined and relied upon the Registration Statement and related Prospectuses included therein, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plans and the originals or copies certified to my satisfaction of such other records, documents, certificates, memoranda and other instruments as I deem necessary or appropriate to enable me to render the opinion expressed below. I have assumed the genuineness and authenticity of all documents submitted to me as originals and the conformity to originals of all documents submitted to me as copies thereof.

My opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the 2016 EIP Shares, when sold and issued in accordance with the 2016 EIP, and the 2016 ESPP Shares, when sold and issued in accordance with the 2016 ESPP, and in each case when sold and issued in accordance with the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

I consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Elliot J. Mark

Elliot J. Mark
General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2016 Equity Incentive Plan and the 2016 Employee Stock Purchase Plan of Everbridge, Inc. of our reports dated March 1, 2019, with respect to the consolidated financial statements of Everbridge, Inc. and the effectiveness of internal control over financial reporting of Everbridge, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 1, 2019

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Everbridge, Inc.:

We consent to the use of our report dated March 12, 2018, with respect to the consolidated balance sheets of Everbridge, Inc. and subsidiaries as of December 31, 2017, and the related consolidated statements of operations and comprehensive loss, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended December 31, 2017, incorporated by reference herein.

/s/ KPMG LLP

Los Angeles, California
March 1, 2019