
**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
(Address of Principal Executive Offices)

01803
(Zip Code)

Everbridge, Inc. 2022 Inducement Plan
(Full titles of the plans)

David Wagner
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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for by Part I of Form S-8 is omitted from this Registration Statement in accordance with Rule 428 of the Securities Act of 1933 (the "**Securities Act**") and the instructions to Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "**SEC**") and the instructions to Form S-8, such documents are not being filed with the SEC either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents we filed with the SEC are incorporated by reference into this Registration Statement:

(a) Our Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 (the “*Annual Report*”), filed with the SEC on February 25, 2022;

(b) Our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2022, June 30, 2022 and September 30, 2022 filed with the SEC on [May 9, 2022](#), [August 9, 2022](#) and [November 8, 2022](#), respectively;

(c) Our Current Reports on Form 8-K filed with the SEC on [January 11, 2022](#), [January 19, 2022](#), [May 9, 2022](#), [May 25, 2022](#), [July 25, 2022](#), [October 11, 2022](#), [November 8, 2022](#), [November 14, 2022](#), [November 23, 2022](#) and Form 8-K filed with the SEC on [December 20, 2022](#) and second Form 8-K filed on [December 20, 2022](#) (with the exception of information furnished under Item 2.02 and Item 7.01, which is not deemed filed and which is not incorporated by reference in this prospectus);

(d) The description of the Common Stock included in [Exhibit 4.5](#) to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), including any amendment or report filed for the purpose of updating such description; and

(e) All documents, reports and definitive proxy or information statements filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the Common Stock will be passed upon by Elliot J. Mark, Esq., Senior Vice President, General Counsel and Secretary of the Company. Mr. Mark owns, or has the right to acquire, a number of shares of Common Stock which represents less than 1% of the total outstanding Common Stock of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers under certain circumstances and subject to certain limitations. The terms of Section 145 of the Delaware General Corporation Law are sufficiently broad to permit indemnification under certain circumstances for liabilities, including reimbursement of expenses incurred, arising under the Securities Act.

Our amended and restated certificate of incorporation contains provisions that eliminate the liability of its directors for monetary damages to the fullest extent under applicable law.

Our amended and restated bylaws provide that:

- we are required to indemnify its directors and executive officers to the fullest extent permitted by law;
- we may indemnify its other officers, employees and agents to the extent not prohibited by law;

- we are required upon satisfaction of certain conditions to advance expenses, as incurred, to its directors and executive officers in connection with a legal proceeding to the fullest extent permitted by law; and
- the rights conferred in the amended and restated bylaws are not exclusive.

In addition, we have entered, and intends to continue to enter, into indemnification agreements with each of its current directors and executive officers. These agreements provide for the indemnification of directors and executive officers for all expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were our agents, subject to certain exceptions.

We currently carry liability insurance for its directors and officers for securities matters.

The indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws and the indemnification agreements entered into or to be entered into between us and each of its directors and executive officers are sufficiently broad to permit indemnification of our directors and executive officers for liabilities arising under the Securities Act.

See also the undertakings set out in response to Item 9 hereof.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description	Incorporated by Reference			
		Schedule Form	File Number	Exhibit	Filing Date
3.1	Sixth Amended and Restated Certificate of Incorporation of Everbridge, Inc.	10-Q	001 - 37874	3.1	8/9/21
3.2	Second Amended and Restated Bylaws of Everbridge, Inc.	10-Q	001 - 37874	3.2	8/9/21
5.1*	Opinion of Elliot J. Mark, Esq.				
23.1*	Consent of Ernst & Young LLP, independent registered public accounting firm.				
23.2*	Consent of Elliot J. Mark, Esq. (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page of this Form S-8).				
99.1	Everbridge, Inc. 2022 Inducement Plan.	8-K	001-37874	10.1	12/20/22
99.2	Form of Option Grant Notice and Award Agreement under the Everbridge, Inc. 2022 Inducement Plan.	8-K	001-37874	10.2	12/20/22
99.3	Form of Restricted Stock Unit Grant Notice and Award Agreement under the Everbridge, Inc. 2022 Inducement Plan.	8-K	001-37874	10.3	12/20/22
107*	Calculation of Filing Fee Table.				

* Filed herewith.

ITEM 9. UNDERTAKINGS.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the Registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 December 28, 2022.

EVERBRIDGE, INC.

By: /s/ Elliot J. Mark

Elliot J. Mark

Senior Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Wagner and Elliot J. Mark, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with 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 and about the premises, 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 their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ David Wagner</u> David Wagner	President, Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	December 28, 2022
<u>/s/ Patrick Brickley</u> Patrick Brickley	Executive Vice President and Chief Financial Officer (<i>Principal Financial Officer</i>)	December 28, 2022
<u>/s/ Phillip E. Huff</u> Phillip E. Huff	Vice President, Corporate Controller and Chief Accounting Officer (<i>Principal Accounting Officer</i>)	December 28, 2022
<u>/s/ Richard D'Amore</u> Richard D'Amore	Director	December 28, 2022
<u>/s/ Alison Dean</u> Alison Dean	Director	December 28, 2022
<u>/s/ Jaime Ellertson</u> Jaime Ellertson	Chairman of the Board of Directors	December 28, 2022
<u>/s/ Bruns Grayson</u> Bruns Grayson	Director	December 28, 2022
<u>/s/ David Henshall</u> David Henshall	Vice Chairman of the Board of Directors	December 28, 2022
<u>/s/ Kent Mathy</u> Kent Mathy	Director	December 28, 2022
<u>/s/ Simon Paris</u> Simon Paris	Director	December 28, 2022
<u>/s/ Sharon Rowlands</u> Sharon Rowlands	Director	December 28, 2022

December 28, 2022

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 600,000 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value per share, issuable pursuant to the Company’s 2022 Inducement Plan (the “**Plan**”).

In connection with this opinion, I have examined and relied upon the Registration Statement and the related prospectus included therein, the Company’s Amended and Restated Certificate of Incorporation and Bylaws, as currently in effect, the Plan 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 Shares, when sold and issued in accordance with the Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to 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 Everbridge, Inc. 2022 Inducement Plan of our reports dated February 25, 2022, with respect to the consolidated financial statements of Everbridge, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Everbridge, Inc. and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
December 28, 2022

CALCULATION OF FILING FEE TABLES

Form S-8

Everbridge, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁴⁾
Equity	Common Stock, \$0.001 par value per share	457(c) and 457(h)	600,000 ⁽²⁾	\$27.66 ⁽³⁾	\$16,596,000	0.0001102	\$1,828.88
Total Offering Amounts					\$16,596,000		\$1,828.88
Total Fee Offsets							
Net Fee Due							\$1,828.88

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock (“**Common Stock**”) of Everbridge, Inc. (the “**Registrant**”) that become issuable under the Everbridge, Inc. 2022 Inducement Plan (the “**Inducement Plan**”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock, as applicable.
- (2) Represents 600,000 shares of Common Stock reserved for issuance under the Inducement Plan.
- (3) Estimated in accordance with Rule 457(c) and 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Market on December 27, 2022.
- (4) The Registrant does not have any fee offsets.