

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 6, 2019**

---

**Everbridge, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37874**  
(Commission  
File Number)

**26-2919312**  
(IRS Employer  
Identification No.)

**25 Corporate Drive, Suite 400, Burlington, Massachusetts**  
(Address of principal executive offices)

**01803**  
(Zip Code)

**Registrant's telephone number, including area code: (818) 230-9700**

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value per share</b>	<b>EVBG</b>	<b>The Nasdaq Stock Market LLC (The Nasdaq Global Market)</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

---

---

---

**Item 8.01 Other Events.**

Everbridge, Inc. (“Everbridge”) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Elliot J. Mark, Senior Vice President, General Counsel and Secretary of Everbridge, relating to the legality of Everbridge’s common stock, par value \$0.001 per share, to be offered and sold pursuant to Everbridge’s Registration Statement on Form S-3 (File No. 333-229239) and the related prospectus supplement, dated August 6, 2019, and filed with the U.S. Securities and Exchange Commission pursuant to Rule 424 under the Securities Act.

**Item 9.01 Financial Statements and Exhibits.***(d) Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Elliot J. Mark, Senior Vice President, General Counsel and Secretary of Everbridge, Inc.</u></a>
23.1	<a href="#"><u>Consent of Elliot J. Mark (included in Exhibit 5.1)</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 6, 2019

**Everbridge, Inc.**

By: /s/ Elliot J. Mark

Elliot J. Mark

*Senior Vice President, General Counsel and Secretary*

August 6, 2019

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

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Secretary of Everbridge, Inc., a Delaware corporation (the “**Company**”), and as such I have acted as counsel to the Company with respect to certain matters in connection with the registration for resale by the selling stockholders named in the Prospectus Supplement (as defined below) of 320,998 shares (the “**Resale Shares**”) of the Company’s common stock, par value \$0.001 per share, pursuant to the Registration Statement on Form S-3 (Registration Statement No. 333-229239) (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), on January 14, 2019, the related prospectus dated January 14, 2019 included in the Registration Statement (the “**Base Prospectus**”), and the prospectus supplement relating to the Resale Shares filed with the Commission on August 6, 2019 pursuant to Rule 424(b) promulgated under the Act (the “**Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”).

In connection with this opinion, I have examined and relied upon the Registration Statement and the Prospectus, the Company’s Certificate of Incorporation, as amended, and Bylaws, each as currently in effect and in effect at the time of the issuance of the Resale Shares, and originals, or copies certified to my satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. As to certain factual matters, I have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company. In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

My opinion is expressed solely with respect to the General Corporation Law of the State of Delaware. I express no opinion to the extent that the laws of any other jurisdiction are applicable to the subject matter hereof and no opinion as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Resale Shares have been validly issued and are fully paid and nonassessable.

I hereby consent to the use of my name under the caption “Legal Matters” in the Prospectus and to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be filed with the Commission for incorporation by reference into the Registration Statement.

Very truly yours,

/s/ Elliot J. Mark

---

Elliot J. Mark, Esq.