

**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): May 20, 2021

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
Common Stock, \$0.001 par value	EVBG	The Nasdaq Stock Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 20, 2021, Everbridge, Inc. (the “**Company**”) held its 2021 Annual Meeting of Stockholders (the “**Annual Meeting**”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following five proposals: (i) to elect nominees for director to hold office until the 2024 Annual Meeting of Stockholders (“**Proposal 1**”); (ii) to ratify the selection by the Audit Committee of the Company’s board of directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021 (“**Proposal 2**”); (iii) to approve, on an advisory basis, the compensation of the Company’s named executive officers (“**Proposal 3**”); (iv) to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (“**Certificate of Incorporation**”) to declassify its board of directors after the Annual Meeting (“**Proposal 4**”); and (v) to approve an amendment to the Company’s Certificate of Incorporation to eliminate the supermajority voting requirement for amendments to the Certificate of Incorporation and stockholder amendments to the Company’s Amended and Restated bylaws (“**Proposal 5**”), as disclosed in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 7, 2021 (the “**Proxy Statement**”), each of which is described in more detail in the Company’s Proxy Statement. The following tables sets forth the certified voting results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

Proposal 1 – Election of Directors

The Company’s stockholders elected each of the nominees listed below.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Alison Dean	31,749,342	429,799	1,923,702
Kent Mathy	31,359,712	819,429	1,923,702
Simon Paris	29,485,350	2,693,791	1,923,702

Proposal 2 – Ratification of the Selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2021

The Company’s stockholders approved Proposal 2.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
33,911,955	7,075	183,813	0

Proposal 3 – Approval, on an advisory basis, of the compensation of the Company’s named executive officers as disclosed in the Proxy Statement

The Company’s stockholders approved Proposal 3.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
28,011,226	3,955,808	212,107	1,923,702

Proposal 4 – Approval of an amendment to the Company’s Certificate of Incorporation to declassify its board of directors after the Annual Meeting

The Company’s stockholders approved Proposal 4.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
31,957,064	36,486	185,591	1,923,702

Proposal 5 – Approval of an amendment to the Company’s Certificate of Incorporation to eliminate the supermajority voting requirement for amendments to the Certificate of Incorporation and stockholder amendments to the Company’s Amended and Restated bylaws.

The Company's stockholders approved Proposal 5.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
31,954,821	18,930	205,390	1,923,702

There were no abstentions for any of the Proposals voted on at the Annual Meeting.

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.

Everbridge, Inc.

Dated: May 26, 2021

By: /s/ Elliot J. Mark
Elliot J. Mark
Senior Vice President, General Counsel and Secretary