

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Hughes Robert W</u>  (Last) (First) (Middle) <u>C/O EVERBRIDGE, INC.</u> <u>25 CORPORATE DRIVE</u>  (Street) <u>BURLINGTON MA 01803</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EVERBRIDGE, INC. [ EVBG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>President, Go-to-Market</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/11/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	09/11/2018		M		12,500	A	(1)	48,106	D	
Common Stock	09/12/2018		F		5,557(2)	D	\$61.74	42,549	D	
Common Stock	09/11/2018		S		23,700(3)	D	\$60.6828	34,674(4)	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					
Performance-based Stock Unit	\$0.00	09/11/2018		M		12,500	(5)	07/01/2027	Common Stock	12,500	\$0.00	0	D	
Employee Stock Option (Right to Buy)	\$23.6	09/11/2018		M		15,625	(6)	07/31/2027	Common Stock	15,625	\$0.00	109,375	D	

**Explanation of Responses:**

- Restricted stock units convert into common stock on a one-for-one basis.
- Represents shares of Common Stock withheld by the Company to satisfy tax withholding obligations in connection with the net issuance of shares of Common Stock delivered to the Reporting Person on September 11, 2018, from the vesting of performance-based stock units. 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 September 11, 2018.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- Includes 200 shares of common stock acquired pursuant to the Everbridge, Inc. 2016 Employee Stock Purchase Plan.
- On August 1, 2017, the reporting person was granted performance-based restricted stock units (PSUs). The PSUs vested as to 25% of the total shares on September 11, 2018.
- 25% of the shares originally subject to the Stock Option vested and became exercisable on July 31, 2018, and the remaining shares vest in 12 equal quarterly installments thereafter.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact 09/13/2018

\*\* 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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