

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Totton James</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Product Mgmt, Eng &amp; Ops</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/05/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	02/05/2019		M		8,250 <sup>(1)</sup>	A	(1)	8,250	D	
Common Stock	02/06/2019		F		2,426 <sup>(2)</sup>	D	\$62.98	5,824	D	
Common Stock	02/06/2019		S <sup>(3)</sup>		5,824	D	\$61.9089	0	D	
Common Stock	02/05/2019		S <sup>(3)</sup>		15,092	D	\$62.7582	0	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$33.06	02/05/2019		S		15,092	(4)	02/14/2028	Common Stock	15,092	\$0.00	334,908	D	
Performance-based Restricted Stock Unit	\$0.00	02/06/2019		A		8,250	(5)	(6)	Common Stock	8,250	\$0.00	16,750	D	

**Explanation of Responses:**

1. Restricted stock units convert into common stock on a one-for-one basis.
2. 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 February 5, 2019, from the vesting of restricted 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 February 5, 2018.
3. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
4. 25% of the shares originally subject to the Stock Option will vest and become exercisable on February 5, 2019, and the remaining shares vest in 12 equal quarterly installments thereafter.
5. On February 5, 2018, the reporting person was granted restricted stock units (RSUs). The RSUs vested as to 33% of the total shares on February 5, 2019.
6. Not applicable.

**Remarks:**

/s/ Elliot J. Mark, Attorney-in-Fact 02/07/2019

\*\* 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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