

**EVERBRIDGE, INC.**  
Reported by  
**ROWLANDS SHARON T**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 07/02/24 for the Period Ending 07/02/24

Address    25 CORPORATE DRIVE  
                  SUITE 400  
                  BURLINGTON, MA, 01803  
Telephone    818-230-9700  
CIK            0001437352  
Fiscal Year    12/31

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

OMB APPROVAL  
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person <sup>*</sup>			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Rowlands Sharon T</b>			<b>EVERBRIDGE, INC. [ EVBG ]</b>					<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)							
<b>C/O EVERBRIDGE, INC., 25 CORPORATE DRIVE</b>			<b>7/2/2024</b>							
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BURLINGTON, MA 01803</b>								<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	7/2/2024		D <sup>(1)</sup>	V	19,415	D	\$35 <sup>(2)</sup>				0	D

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Securities (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date				

#### Explanation of Responses:

- (1) On July 2, 2024, Project Emerson Merger Sub, Inc. ("Merger Sub") completed its merger (the "Merger") with and into the Issuer pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of February 29, 2024 (the "Merger Agreement"), by and among the Issuer, Everbridge Holdings, LLC (formerly known as Project Emerson Parent, LLC) ("Parent"), and Merger Sub, which amends and restates that certain Agreement and Plan of Merger, dated as of February 4, 2024, by and among the Issuer, Parent and Merger Sub.
- (2) At the effective time of the Merger (the "Effective Time"), each outstanding share of common stock was cancelled and converted into the right to receive a cash payment per share of \$35.00, without interest, subject to the terms and conditions of the Merger Agreement.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowlands Sharon T C/O EVERBRIDGE, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803	X			

#### Signatures

/s/ Noah F. Webster, Attorney-in-Fact

7/2/2024

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.