

EVERBRIDGE, INC.

Reported by
DI LEO JOHN P.

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
SIC Code	7372 - Services-Prepackaged Software
Industry	Software
Sector	Technology
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.

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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Di Leo John P.	EVERBRIDGE, INC. [EVBG]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O EVERBRIDGE, INC., 25 CORPORATE DRIVE, 4TH FLOOR	7/2/2024	Chief Revenue Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
BURLINGTON, MA 01803		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. 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		24,689	D	\$35

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate 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 Security (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	Title	Amount or Number of Shares
Restricted Stock Unit		7/2/2024		D			68,750			Common Stock	68,750
Performance Stock Unit		7/2/2024		D			100,000			Common Stock	100,000

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 (the "Merger Consideration").
- (3) Each restricted stock unit ("RSU") represents the contingent right to receive one share of the Issuer's common stock.
- (4) On July 27, 2022, the reporting person was granted restricted stock units (RSUs) which vested as to 25% on December 31, 2022 and the remaining 75% of the RSUs vested or will vest in equal installments over twelve calendar quarters, with the first such installment vesting on October 31, 2023.
- (5) At the Effective Time, each unvested RSU was canceled and converted solely into the contingent right to receive a cash payment of \$35.00 per share of common stock subject to such unvested RSU, without interest, subject to the terms and conditions of the Merger Agreement, which resulting payment will be subject to the same vesting terms and conditions that the unvested RSUs were subject to immediately prior to the Effective Time.
- (6) Each performance-based restricted stock units ("PSU") represents the contingent right to receive one share of the Issuer's common stock.
- (7) Upon the filing of Issuer's Form 10-Q for the quarter ended June 30, 2024, up to 75% of the PSUs will become eligible to vest based on the compound annual

growth rate (CAGR) achieved during the eight fiscal quarters ending December 31, 2023. Upon the filing of the Issuer's Form 10-Q for the quarter ended June 30, 2025, up to an additional 75% of the PSUs will become eligible to vest based on the CAGR achieved during the twelve fiscal quarters ending December 31, 2024.

- (8) At the Effective Time, each unvested PSU was canceled and converted solely into the contingent right to receive a cash payment of \$35.00 per share of common stock that such unvested PSU would settle for at target achievement of the applicable performance metrics, without interest, subject to the terms and conditions of the Merger Agreement, which resulting payment will be subject to the same vesting terms and conditions that the unvested PSUs were subject to immediately prior to the Effective Time, as modified in the Merger Agreement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Di Leo John P. C/O EVERBRIDGE, INC. 25 CORPORATE DRIVE, 4TH FLOOR BURLINGTON, MA 01803			Chief Revenue Officer	

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.