

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Geisse Andrew M</u> <hr/> (Last) (First) (Middle) C/O URGENT.LY INC. 8609 WESTWOOD CENTER DRIVE, SUITE 810 <hr/> (Street) VIENNA VA 22182 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Urgent.ly Inc. [ULY]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 11/17/2023 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year) 11/21/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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.		

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	11/17/2023		P		25,000	A	\$3.9927 ⁽¹⁾	178,889 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock								14,164 ⁽⁴⁾⁽⁵⁾	D	
Common Stock								0 ⁽⁶⁾	I	See footnote ⁽⁷⁾

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.95 to \$4.0029, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
- Includes 111,711 shares previously reported as held directly by the reporting person and 6,132 shares previously reported as held directly by Marla Bay Advisors, LLC for which the reporting person serves as managing director ("Marla Bay").
- The shares are held of record by the Andrew M and Jane S Geisse 2000 Trust for which the reporting person serves as trustee (the "2000 Trust").
- Excludes 115,161 shares previously reported as held directly by the reporting person of which 111,711 shares are held of record by the 2000 Trust. Due to an administrative error, the remaining 3,450 shares were overstated and are not beneficially owned by the reporting person.
- The reported shares are represented by restricted stock units, or RSUs. Upon vesting and settlement of the RSUs, the underlying shares of common stock will be transferred to the 2000 Trust.
- Excludes 6,132 shares previously reported as held directly by Marla Bay and are held of record by the 2000 Trust.
- The shares are held of record by Marla Bay.

Remarks:

This amendment on Form 4 is filed to correct the amount of shares beneficially owned directly and indirectly by the reporting person.

/s/ Timothy C. Huffmyer, by 12/11/2023
power of attorney

** 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 Number.