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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) **Previous Names** X None **Entity Type**

[0001603652](#)

Name of Issuer

Urgent.ly Inc.

X Corporation
Limited Partnership
Limited Liability Company
General Partnership
Business Trust
Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Urgent.ly Inc.

Street Address 1

8609 WESTWOOD CENTER DRIVE, SUITE 475

Street Address 2

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

VIENNA VIRGINIA 22182 703-629-4669

3. Related Persons

Last Name First Name Middle Name

Spanos Christopher

Street Address 1 Street Address 2

c/o Urgent.ly, Inc. 8609 Westwood Center Drive, Suite 475

City State/Province/Country ZIP/PostalCode

Vienna VIRGINIA 22182

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Goel Surendra

Street Address 1 Street Address 2

c/o Urgent.ly, Inc. 8609 Westwood Center Drive, Suite 475

City State/Province/Country ZIP/PostalCode

Vienna VIRGINIA 22182

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rajczi	Louis	
Street Address 1	Street Address 2	
c/o Urgent.ly, Inc.	8609 Westwood Center Drive, Suite 475	
City	State/Province/Country	ZIP/PostalCode
Vienna	VIRGINIA	22182
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kathol	Luke	
Street Address 1	Street Address 2	
c/o Urgent.ly, Inc.	8609 Westwood Center Drive, Suite 350	
City	State/Province/Country	ZIP/PostalCode
Vienna	VIRGINIA	22182
Relationship:	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Skoff	Michael	
Street Address 1	Street Address 2	
c/o Urgent.ly, Inc.	8609 Westwood Center Drive, Suite 475	
City	State/Province/Country	ZIP/PostalCode
Vienna	VIRGINIA	22182
Relationship:	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sage	Kasper	
Street Address 1	Street Address 2	
c/o Urgent.ly, Inc.	8609 Westwood Center Drive, Suite 475	
City	State/Province/Country	ZIP/PostalCode
Vienna	VIRGINIA	22182
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Micali	Jim	
Street Address 1	Street Address 2	
c/o Urgent.ly, Inc.	8609 Westwood Center Drive, Suite 475	
City	State/Province/Country	ZIP/PostalCode
Vienna	VIRGINIA	22182
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

Ryan

Joseph

Street Address 1**Street Address 2**

c/o Urgent.ly, Inc.

8609 Westwood Center Drive, Suite
475**City****State/Province/Country****ZIP/PostalCode**

Vienna

VIRGINIA

22182

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as
an investment company under
the Investment Company
Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

REITS & Finance

Other Travel

Business Services

Residential

X Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range**OR****Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -
\$25,000,000

\$25,000,001 - \$50,000,000

\$25,000,001 -
\$100,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Over \$100,000,000

X Decline to Disclose

Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Investment Company Act Section 3(c)

Rule 504 (b)(1)(i)

Section 3(c)(1)

Section 3(c)(9)

Rule 504 (b)(1)(ii)

Section 3(c)(2)

Section 3(c)(10)

Rule 504 (b)(1)(iii)

X Rule 506(b)	Section 3(c)(3)	Section 3(c)(11)
Rule 506(c)	Section 3(c)(4)	Section 3(c)(12)
Securities Act Section 4(a)(5)	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-09-14 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	X Other (describe)
	The underlying shares of Common Stock issuable upon conversion of Preferred Stock.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number X None	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$20,854,309 USD or Indefinite
Total Amount Sold \$20,854,309 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

A portion of the proceeds were satisfied by cancellation of indebtedness.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as

accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Urgent.ly Inc.	/s/ Michael Skoff	Michael Skoff	Chief Financial Officer	2019-02-13

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.