

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

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

1. Name and Address of Reporting Person* <u>Pollock Ryan</u> (Last) (First) (Middle) <u>C/O URGENT.LY INC.</u> <u>8609 WESTWOOD CENTER DRIVE, SUITE 810</u> (Street) <u>VIENNA VA 22182</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Urgent.ly Inc. [ULY]</u>	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)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/19/2023</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	10/19/2023		A		14,164 ⁽¹⁾	A	\$0.00	14,164	D	
Common Stock	10/19/2023		M		151,109	A	\$0.09	513,323 ⁽²⁾	I	See footnote ⁽³⁾
Common Stock	10/19/2023		F ⁽⁴⁾		643	D	\$0.09	512,680	I	See footnote ⁽³⁾
Common Stock	10/19/2023		C		376,567	A	\$13.77	889,247	I	See footnote ⁽³⁾
Common Stock	10/19/2023		C		31,585	A	\$16.94	920,832	I	See footnote ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant (right to buy)	\$0.09	10/19/2023		M		151,109		⁽⁵⁾	09/30/2027	Common Stock	151,109	\$0.00	0	I	See footnote ⁽³⁾
Convertible Notes	\$13.77 ⁽⁶⁾	10/19/2023		C		376,567		⁽⁷⁾	06/30/2024	Common Stock	376,567 ⁽⁶⁾	\$0.00	0	I	See footnote ⁽³⁾
Convertible Notes	\$16.94 ⁽⁶⁾	10/19/2023		C		31,585		⁽⁷⁾	06/30/2024	Common Stock	31,585 ⁽⁶⁾	\$0.00	0	I	See footnote ⁽³⁾

Explanation of Responses:

- The reported shares are represented by restricted stock units, or RSUs, which vest in three equal annual installments beginning on October 19, 2024.
- The amount of securities beneficially owned includes 335,096 shares previously reported on a Form 3 as convertible notes. These notes converted and the underlying shares were issued prior to the Form 3 triggering event.
- The shares are held of record by Iron Gate Urgently, LLC (the "LLC"). As a member of the managing committee of Iron Gate Management, the manager of the LLC, the reporting person shares investment and voting control with respect to the shares held of record by the LLC.
- The reporting person exercised a warrant to purchase 151,109 shares of Issuer common stock for \$0.09 per share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer withholding 643 of the warrant shares to pay the exercise price and issuing the remaining 150,466 shares to the reporting person.
- The warrants were immediately exercisable into an equal number of shares of Common Stock.
- The reported amount reflects the shares issuable or the applicable exercise price in connection with the merger of Otonomo Technologies Ltd. and the Issuer.
- The convertible notes are exercisable upon the occurrence of certain events as set forth in the note agreement.

Remarks:

/s/ Timothy C. Huffmyer, by
power of attorney,

10/22/2023

** 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.