

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

**FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**URGENT.LY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**46-2848640**  
(I.R.S. Employer  
Identification Number)

**8609 Westwood Center Drive, Suite 810**  
**Vienna, VA 22182**  
**Telephone: (571) 350-3600**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Matthew Booth**  
**8609 Westwood Center Drive, Suite 810**  
**Vienna, VA 22182**  
**Telephone: (571) 350-3600**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Robert O'Connor, Esq.**  
**Mark B. Baudler, Esq.**  
**Lianna C. Whittleton, Esq.**  
**Rich Mullen, Esq.**  
**David G. Sharon, Esq.**  
**Wilson Sonsini Goodrich & Rosati,**  
**Professional Corporation**  
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**+972 (3) 607-4444**

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**+972 (3) 692-2020**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this registration statement becomes effective and all other conditions to the transactions contemplated by the Merger Agreement described in the included proxy statement/prospectus have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File no. 333-271937)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i)  
(Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d)  
(Cross-Border Third-Party Tender Offer)

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.**

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## EXPLANATORY NOTE

This Registration Statement on Form S-4 is being filed with respect to the registration of the issuance of an additional 163,708 shares of common stock, par value \$0.001 per share (“**Common Stock**”), of Urgent.ly Inc., a Delaware corporation (the “**Registrant**”), to certain stockholders of Otonomo Technologies Ltd. (“**Otonomo**”) immediately preceding the consummation of the merger contemplated by the Agreement and Plan of Merger, dated February 9, 2023, entered into by the Registrant, Otonomo and U.O Odyssey Merger Sub Ltd., a company organized under the laws of the State of Israel and a direct wholly owned subsidiary of the Registrant, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction K to Form S-4.

This Registration Statement relates to the Registrant’s Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 (File No. 333-271937) (the “**Prior Registration Statement**”), filed by the Registrant on August 24, 2023 and declared effective by the Securities and Exchange Commission (the “**Commission**”) on September 8, 2023. The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

**EXHIBIT INDEX**

**Item 16. Exhibits and Financial Statement Schedules.**

- (a) *Exhibits.* All exhibits filed with or incorporated by reference in the Prior Registration Statement on Form S-4 (File No. 333-271937) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

<b><u>Exhibit Number</u></b>	<b><u>Exhibit Description</u></b>
5.1	<a href="#"><u>Opinion of Wilson Sonsini Goodrich &amp; Rosati, P.C.</u></a>
23.1	<a href="#"><u>Consent of CohnReznick LLP, independent registered public accounting firm for Urgent.ly Inc.</u></a>
23.2	<a href="#"><u>Consent of Somekh Chaikin, Member Firm of KPMG International, independent registered public accounting firm for Otonomo Technologies Ltd.</u></a>
23.3	<a href="#"><u>Consent of Wilson Sonsini Goodrich &amp; Rosati, P.C. (included in Exhibit 5.1 hereto)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page hereto)</u></a>
107	<a href="#"><u>Filing Fee Table</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vienna, State of Virginia, on October 19, 2023.

**URGENT.LY INC.**

By: /s/ Matthew Booth

Matthew Booth  
Chief Executive Officer

**POWER OF ATTORNEY**

Each of the undersigned, whose signature appears below, hereby constitutes and appoints each of Matthew Booth and Timothy C. Huffmyer, his or her true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this registration statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Matthew Booth</u> Matthew Booth	Chief Executive Officer and Director (Principal Executive Officer)	October 19, 2023
<u>/s/ Timothy C. Huffmyer</u> Timothy C. Huffmyer	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	October 19, 2023
<u>/s/ Gina Domanig</u> Gina Domanig	Director	October 19, 2023
<u>/s/ Suzie Doran</u> Suzie Doran	Director	October 19, 2023
<u>/s/ Andrew Geisse</u> Andrew Geisse	Director	October 19, 2023
<u>/s/ James M. Micali</u> James M. Micali	Director	October 19, 2023
<u>/s/ Ryan Pollock</u> Ryan Pollock	Director	October 19, 2023
<u>/s/ Benjamin Volkow</u> Benjamin Volkow	Director	October 19, 2023



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, California 94304-1050

O: 650.493.9300  
F: 866.974.7329

October 19, 2023

Urgent.ly Inc.  
8609 Westwood Center Drive, Suite 810  
Vienna, VA 22182

**Re: Registration Statement on Form S-4**

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-4 (the “**Registration Statement**”), filed by Urgent.ly Inc. (the “**Company**”) with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Securities Act**”) in connection with the registration under the Securities Act of 163,708 shares (the “**Shares**”) of the Company’s common stock, par value \$0.001 per share (“**Common Stock**”). The Shares are to be issued in accordance with the Agreement and Plan of Merger, dated as of February 9, 2023 (the “**Merger Agreement**”), by and among the Company, O.U. Odyssey Merger Sub Ltd., a company incorporated under the laws of the State of Israel, and a direct, wholly owned subsidiary of the Company (“**Merger Sub**”), and Otonomo Technologies Ltd. (“**Otonomo**”), pursuant to which Merger Sub will merge with and into Otonomo (with Otonomo surviving the merger as a direct wholly owned subsidiary of the Company). The Registration Statement incorporates by reference the Registration Statement on Form S-4 (Registration No. 333-271937), as amended (the “**Prior Registration Statement**”), which was declared effective on September 8, 2023, including the prospectus which forms part of the Registration Statement.

Pursuant to the Merger Agreement, each ordinary share, no par value, of Otonomo (“**Otonomo Shares**”) that is issued and outstanding (other than certain excluded shares) immediately prior to the Effective Time (as defined in the Merger Agreement) will be deemed transferred to the Company in consideration for the right to receive a number of shares of Common Stock equal to the Exchange Ratio (as defined in the Merger Agreement).

We are acting as counsel for the Company in connection with the registration of the Shares. As such counsel, we have made such legal and factual examinations and inquiries as we have deemed necessary or advisable for the purpose of rendering the opinions and statements set forth below. In rendering the opinions and statements expressed below, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity and completeness of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents. We have also assumed the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have assumed that the certificates representing the Securities will be properly authenticated by the signature of an authorized officer of the Company’s transfer agent. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“**EDGAR**”), except for required EDGAR formatting changes, to physical copies submitted for our examination and the absence of any evidence extrinsic to the provisions of the written agreements between the parties that the parties intended a meaning contrary to that expressed by those provisions.

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO  
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

We express no opinion herein as to the laws of any state or jurisdiction other than the federal laws of the United States of America and the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws).

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and are validly issued, fully paid and nonassessable.

This opinion is furnished to you in connection with the filing of the Registration Statement, and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement, the prospectus contained therein, any prospectus supplement, and in any amendment or supplement thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-4 of Urgent.ly Inc., which relates to the Urgent.ly Inc.'s Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 (File No. 333-271937), of our report dated May 15, 2023, except for the reverse stock split discussed in Note 16, as to which the date is August 14, 2023, on our audits of the consolidated financial statements of Urgent.ly Inc. as of December 31, 2022 and 2021, and for the years then ended. Our audit report includes an explanatory paragraph relating to Urgent.ly Inc.'s ability to continue as a going concern.

We also consent to the reference to our firm under the caption "Experts" in the prospectus incorporated by reference into this Registration Statement.

/s/ CohnReznick LLP

Tysons, Virginia  
October 19, 2023



Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 31, 2023, except for Note 1b, as to which the date is August 14, 2023, with respect to the consolidated financial statements of Otonomo Technologies Ltd., incorporated herein by reference.

/s/ Somekh Chaikin  
Somekh Chaikin  
Member Firm of KPMG International  
Tel Aviv, Israel

October 19, 2023

**Calculation of Filing Fee Tables**

**Form S-4**  
(Form Type)

**Urgent.ly Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share(2)	Other	163,708	\$4.10(3)	\$671,202.80	\$0.0001476	\$99.10
Total Offering Amounts							\$99.10
Total Fee Offsets							—
Net Fee Due							\$99.10

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Relates to common stock, \$0.001 par value per share (“Common Stock”), of Urgent.ly Inc. (“Urgently”), issuable to holders of ordinary shares, no par value per share (“Ordinary Shares”) of Otonomo Technologies, Ltd., (“Otonomo”), in the proposed merger (the “Merger”) of U.O Odyssey Merger Sub, Ltd., a direct wholly owned subsidiary of Urgently, with and into Otonomo, with Otonomo surviving the Merger as a direct wholly owned subsidiary of Urgently. The Merger is further described in the Registration Statement on Form S-4, as amended (Registration No. 333-271937) (the “Prior Registration Statement”). The 163,708 shares of Common Stock are additional shares of Common Stock to be issued upon consummation of the Merger described in the Prior Registration Statement. The Prior Registration Statement registered 5,264,083 shares of Common Stock and 921,665 warrants to purchase Common Stock issuable to holders of warrants to purchase Ordinary Shares. Urgently is going to issue 163,708 additional shares of Common Stock in connection with the Merger.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f)(1) of the Securities Act, based upon the average of the high and low prices of Ordinary Shares as reported on the Nasdaq Capital Market on October 17, 2023 (such date being within five business days of the date that this registration statement was filed with the SEC).