

---

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

---

**FORM S-8  
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)

**8609 Westwood Center Drive, Suite 810  
Vienna, VA 22182  
(571) 350-3600**  
(Address of principal executive offices, including zip code)

---

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

**2023 Equity Incentive Plan  
2023 Employee Stock Purchase Plan**  
(Full title of the plan)

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

---

*Copies to:*

**Robert O'Connor, Esq.  
Mark B. Baudler, Esq.  
Lianna C. Whittleton, Esq.  
David G. Sharon, Esq.  
Wilson Sonsini Goodrich & Rosati,  
Professional Corporation  
One Market Plaza  
Spear Tower, Suite 3300  
San Francisco, CA 94105  
(415) 947-2000**

**Timothy C. Huffmyer  
Chief Financial Officer  
Urgent.ly Inc.  
8609 Westwood Center Drive, Suite 810  
Vienna, VA 22182  
(571) 350-3600**

---

---

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 the Securities Act.

**REGISTRATION OF ADDITIONAL SECURITIES  
PURSUANT TO GENERAL INSTRUCTION E**

Urgent.ly Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register (i) 553,278 additional shares of its common stock under the Registrant’s 2023 Equity Incentive Plan (the “2023 Plan”), pursuant to the provisions of the 2023 Plan providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the 2023 Plan on January 1, 2024 and (ii) 110,655 additional shares of its common stock under the Registrant’s 2023 Employee Stock Purchase Plan (the “ESPP”), pursuant to the provisions of the ESPP providing for an automatic increase in the number of shares of common stock reserved and available for issuance under the ESPP on January 1, 2024.

Accordingly, the contents of the Registration Statement on Form S-8 ([No. 333-275081](#)) filed by the Registrant with the Commission on October 19, 2023 are incorporated herein by reference pursuant to General Instruction E of Form S-8.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023 filed with the Commission on March 29, 2024 (the “Annual Report”);
- (2) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-41841), filed with the Commission on October 18, 2023 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

Our certificate of incorporation contains provisions that limit the liability of our directors and certain of our officers for monetary damages to the fullest extent permitted by the Delaware General Corporation Law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Similarly, our officers who at the time of an act or omission as to which liability is asserted consented to or are deemed to have consented to certain service of process rules under Delaware law will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as officers, except for liability in connection with:

- any breach of their duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any transaction from which they derived an improper personal benefit; or
- any action by or in the right of the corporation.

Any amendment, repeal or elimination of these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment, repeal or elimination. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors or officers of corporations, then the personal liability of our directors and officers will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our bylaws provide that we will indemnify our directors and officers, and may indemnify our employees, agents and any other persons, to the fullest extent permitted by the Delaware General Corporation Law. Our bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions.

Further, we have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us to, among other things, indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also generally require us to advance all expenses reasonably and actually incurred by our directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions in our certificate of incorporation, bylaws and indemnification agreements may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against our directors and officers as required by these indemnification provisions.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to our directors and officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File Number</u>	<u>Exhibit Number</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
4.1	<a href="#">Specimen Common Stock Certificate of Urgent.ly Inc.</a>	S-4/A	333-271937	3.5	6/22/2023	
5.1	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation</a>					X
23.1	<a href="#">Consent of CohnReznick LLP, independent registered public accounting firm for Urgent.ly Inc.</a>					X
23.2	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)</a>					X
24.1	<a href="#">Power of Attorney (included on the signature page hereto)</a>					X
99.1	<a href="#">Urgent.ly Inc. 2023 Equity Incentive Plan and related form agreements.</a>	S-4/A	333-271937	10.12	6/22/2023	
99.2	<a href="#">Urgent.ly Inc. 2023 Employee Stock Purchase Plan and related form agreements.</a>	S-4/A	333-271937	10.13	6/22/2023	
107.1	<a href="#">Filing Fee Table</a>					X

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration

statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 March 29, 2024.

### 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, 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)	March 29, 2024
<u>/s/ Timothy C. Huffmyer</u> Timothy C. Huffmyer	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 29, 2024
<u>/s/ Gina Domanig</u> Gina Domanig	Director	March 29, 2024
<u>/s/ Suzie Doran</u> Suzie Doran	Director	March 29, 2024
<u>/s/ Andrew Geisse</u> Andrew Geisse	Director	March 29, 2024
<u>/s/ James M. Micali</u> James M. Micali	Director	March 29, 2024
<u>/s/ Ryan Pollock</u> Ryan Pollock	Director	March 29, 2024
<u>/s/ Benjamin Volkow</u> Benjamin Volkow	Director	March 29, 2024



Wilson Sonsini Goodrich &  
Rosati  
Professional Corporation  
One Market Plaza  
Spear Tower, Suite 3300  
San Francisco, California  
94105-1126  
o: 415.947.2000  
f: 866.974.7329

March 29, 2024

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

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Urgent.ly Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission"), on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Act"), of shares of your common stock, par value \$0.001 per share (the "Shares"), consisting of: (i) 553,278 shares of common stock to be issued under the Company's 2023 Equity Incentive Plan (the "2023 Plan"); and (ii) 110,655 shares of common stock to be issued under the Company's 2023 Employee Stock Purchase Plan (the "ESPP" and, together with the 2023 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

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 and in any amendments 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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

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

---



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated March 29, 2024, with respect to the consolidated financial statements of Urgent.ly Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023. Our audit report includes an explanatory paragraph relating to Urgent.ly Inc.'s ability to continue as a going concern.

/s/ CohnReznick LLP

Tysons, Virginia  
March 29, 2024

---

**Calculation of Filing Fee Tables**

**Form S-8**

(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 <sup>(1)</sup>	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, reserved for issuance pursuant to the 2023 Equity Incentive Plan	457 (c) and (h)	553,278 <sup>(2)</sup>	\$1.93 <sup>(4)</sup>	\$1,067,827	\$147.60 per \$1,000,000	\$158
Equity	Common Stock, par value \$0.001 per share, reserved for issuance pursuant to the 2023 Employee Stock Purchase Plan	457 (c) and (h)	110,655 <sup>(3)</sup>	\$1.64 <sup>(5)</sup>	\$181,530	\$147.60 per \$1,000,000	\$27
<b>Total Offering Amounts</b>					\$1,249,357		<b>\$185</b>
<b>Total Fee Offset<sup>(6)</sup></b>							<b>\$—</b>
<b>Net Fee Due</b>							<b>\$185</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock, \$0.001 par value per share (“Common Stock”), that become issuable under the Registrant’s 2023 Equity Incentive Plan (the “2023 Plan”) and 2023 Employee Stock Purchase Plan (the “ESPP”) by reason of an event such as any stock split, stock dividend or similar adjustment effected without the Registrant’s receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
  - (2) Reflects an automatic annual increase of 553,278 on January 1, 2024 to the number of shares of Common Stock reserved for issuance under the 2023 Plan, which annual increase is provided for in the 2023 Plan.
  - (3) Reflects an automatic annual increase of 110,655 on January 1, 2024 to the number of shares of Common Stock reserved for issuance under the ESPP, which annual increase is provided for in the ESPP.
  - (4) Estimated in accordance with Rule 457 (c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$1.93 per share, which represents the average of the high and low prices of the registrant’s Common Stock on March 26, 2024 as reported on the Nasdaq Stock Market.
  - (5) Estimated in accordance with Rule 457 (c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$1.93 per share, which represents the average of the high and low price per share of the Registrant’s Common Stock on March 26, 2024 as reported on the Nasdaq Stock Market. Pursuant to the 2023 Plan, the purchase price of the shares of the Registrant’s Common Stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value on (i) the first trading day of the offering period or (ii) the purchase date.
  - (6) The Registrant does not have any fee offsets.
-

