FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Geisse Andrew M						2. Issuer Name and Ticker or Trading Symbol Urgent.ly Inc. [ULY]								Relationship of Reporting Person(s) to Issuer (Check all applicable)						
GCISSC Allulew W														1	Direc	tor		10% (Owner	
(Last)	(Fir	, ,			3. Date of Earliest Transaction (Month/Day/Year) 06/26/2024										Office below	er (give title v)	Э	Other below	(specify	
C/O URGENT.LY INC.						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable						
8609 WESTWOOD CENTER DRIVE, SUITE 810														Line)						
														Form filed by One Reporting Person						
(Street)					Form filed by More than O Person											an One Re	porting			
VIENNA	VIENNA VA 22182				Rule 10b5-1(c) Transaction Indication															
-					Nu	ie it	JD5-	1(0)	IIai	isac	, lion mai	Calic	ווע							
(City) (State) (Zip)						Check this box to indicate that a transaction was made pursuant to a contract, in: satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.										uction or wr	itten pla	an that is int	ended to	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/				.	Execution Date,			3. Transaction Code (Instr. 8) 4. Securities A Disposed Of (5) 5)					d S B	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) or (D)	r Price	T	Transaction(s) (Instr. 3 and 4)				(
Common Stock 06/26/20					024	24			A		77,320(1)	A	\$0		91,484		D			
Common Stock														178,889				See footnote ⁽²⁾		
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. 3. Transaction 3A. Deemed			eemed ution Date,	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		_	e Exer	cisable and ate	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. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares							

Explanation of Responses:

- 1. The reported shares are represented by restricted stock units, or RSUs, which vest on the earlier of (i) June 26, 2025 or (ii) the date of the Issuer's next annual meeting of stockholders.
- 2. The shares are held of record by the Andrew M and Jane S Geisse 2000 Trust for which the reporting person serves as trustee.

/s/ Timothy Huffmyer, by power of attorney

06/28/2024

** 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.