

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Pollock Ryan</u> <hr/> (Last) (First) (Middle) C/O URGENT.LY INC. 8609 WESTWOOD CENTER DRIVE, SUITE 810 <hr/> (Street) VIENNA VA 22182 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/18/2023	3. Issuer Name and Ticker or Trading Symbol <u>Urgent.ly Inc. [ ULY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	27,118	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (right to buy)	(2)	09/30/2027	Common Stock	151,109	0.09	I	See footnote <sup>(1)</sup>
Warrant (right to buy)	(2)	11/03/2029	Common Stock	4,172	84.6	I	See footnote <sup>(1)</sup>
Convertible Notes	(3)	06/30/2024	Common Stock	335,096 <sup>(4)</sup>	15.88 <sup>(4)</sup>	I	See footnote <sup>(1)</sup>
Convertible Notes	(5)	06/30/2024	Common Stock	376,567 <sup>(4)</sup>	13.77 <sup>(4)</sup>	I	See footnote <sup>(1)</sup>
Convertible Notes	(5)	06/30/2024	Common Stock	31,585 <sup>(4)</sup>	16.94 <sup>(4)</sup>	I	See footnote <sup>(1)</sup>

**Explanation of Responses:**

- 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 warrants are immediately exercisable into an equal number of shares of Common Stock.
- The convertible notes are exercisable upon the occurrence of certain events as set forth in the note agreement.
- 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 at the option of the holder and upon the occurrence of certain events as described in the note agreement.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Timothy C. Huffmyer,  
by power of attorney, 10/18/2023

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Urgent.ly Inc. (the "Company"), hereby constitutes and appoints each of Matthew Booth and Timothy Huffmyer, acting individually, the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned, to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys- in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set forth below.

Signature: /s/ Ryan Pollock  
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Print Name: Ryan Pollock  
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September 5, 2023  
Dated: -----