

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Urgent.ly Inc.	
(Name of Issuer)	
Common Stock	
(Title of Class of Securities)	
916931108	
(CUSIP Number)	
October 30, 2023	
(Date of Event Which Requires Filing of this Statement)	

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 916931108		
(1)	Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only)	Mithaq Capital SPC 00-0000000
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) (b)
(3)	SEC Use Only	
(4)	Citizenship or Place of Organization	Cayman Islands
Number of Shares Beneficially Owned by Each Reporting Person	(5) Sole Voting Power	1,193,839
	(6) Shared Voting Power	0

With	(7)	Sole Dispositive Power 1,193,839
	(8)	Shared Dispositive Power 0
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 1,193,839	
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares [] (See Instructions)	
(11)	Percent of Class Represented by Amount in Row (9) 9.6	
(12)	Type of Reporting Person (See Instructions) CO	

CUSIP No. 916931108		
(1)	Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only) Turki Saleh A. AlRajhi	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)	
(3)	SEC Use Only	
(4)	Citizenship or Place of Organization Saudi Arabia	
Number of Shares Beneficially Owned by Each Reporting Person With	(5)	Sole Voting Power 0
	(6)	Shared Voting Power 1,193,839
	(7)	Sole Dispositive Power 0
	(8)	Shared Dispositive Power 1,193,839
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 1,193,839	
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares [] (See Instructions)	
(11)	Percent of Class Represented by Amount in Row (9) 9.6%	
(12)	Type of Reporting Person (See Instructions) IN	

CUSIP No. 916931108		
(1)	Names of Reporting Persons/ I.R.S. Identification Nos. of Above Persons (Entities Only) Muhammad Asif Seemab	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)	
(3)	SEC Use Only	
(4)	Citizenship or Place of Organization Pakistan	
Number of Shares	(5)	Sole Voting Power

Beneficially Owned by Each Reporting Person With		0
	(6)	Shared Voting Power 1,193,839
	(7)	Sole Dispositive Power 0
	(8)	Shared Dispositive Power 1,193,839
(9)	Aggregate Amount Beneficially Owned by Each Reporting Person 1,193,839	
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares [] (See Instructions)	
(11)	Percent of Class Represented by Amount in Row (9) 9.6%	
(12)	Type of Reporting Person (See Instructions) IN	

Item 1.

(a) Name of Issuer

Urgent.ly Inc.

(b) Address of Issuer's Principal Executive Offices

8609 Westwood Center Drive, Suit 810
Vienna, Virginia, 22182

Item 2.

(a) Name of Person Filing

(i) Mithaq Capital SPC

(ii) Turki Saleh A. AlRajhi

(iii) Muhammad Asif Seemab

(b) Address of Principal Business Office or, if none, Residence

(i) Mithaq Capital SPC
c/o Synergy, Anas Ibn Malik Road,
Al Malqa, Riyadh 13521 Saudi Arabia

(ii) Turki Saleh A. AlRajhi
Mithaq Capital SPC
c/o Synergy, Anas Ibn Malik Road,
Al Malqa, Riyadh 13521 Saudi Arabia

(iii) Muhammad Asif Seemab
Mithaq Capital SPC
c/o Synergy, Anas Ibn Malik Road,
Al Malqa, Riyadh 13521 Saudi Arabia

(c) Citizenship

(i) Mithaq Capital SPC Cayman Islands
(ii) Turki Saleh A. AlRajhi Saudi Arabia
(iii) Muhammad Asif Seemab Pakistan

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

916931108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

(a) Amount beneficially owned:

1,193,839

(b) Percent of class:

As a result of a merger of Otonomo Technologies Ltd. ("Otonomo"), with a subsidiary of the Issuer, the 2,306,667 Ordinary Shares of Otonomo ("Otonomo Shares") that were beneficially owned by the Reporting Persons were automatically converted into 1,193,839 shares of common stock of the Issuer ("Issuer Common Stock"). All percentages of ownership of the Reporting Persons contained in this Schedule 13G are based on the 12,399,240 issued and outstanding shares of Issuer Common Stock as reported in the Prospectus of Urgent.ly Inc. filed with the SEC on October 19, 2023. The Reporting Persons are contemporaneously filing an amendment to the Schedule 13D they had filed with respect to the Otonomo Shares to reflect that they no longer beneficially own any Otonomo Shares.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Reporting Person: Mithaq Capital SPC: 1,193,839

Reporting Person: Turki Saleh A. AlRajhi: 0

Reporting Person: Muhammad Asif Seemab: 0

(ii) Shared power to vote or to direct the vote

Reporting Person: Mithaq Capital SPC: 0

Reporting Person: Turki Saleh A. AlRajhi: 1,193,839

Reporting Person: Muhammad Asif Seemab: 1,193,839

(iii) Sole power to dispose or to direct the disposition of

Reporting Person: Mithaq Capital SPC: 1,193,839

Reporting Person: Turki Saleh A. AlRajhi: 0

Reporting Person: Muhammad Asif Seemab: 0

(iv) Shared power to dispose or to direct the disposition of

Reporting Person: Mithaq Capital SPC: 0

Reporting Person: Turki Saleh A. AlRajhi: 1,193,839

Reporting Person: Muhammad Asif Seemab: 1,193,839

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: *October 30, 2023*

Mithaq Capital SPC

By: /s/ Turki Saleh A. AlRajhi

Name: Turki Saleh A. AlRajhi
Title: Director

Date: *October 30, 2023*

Mithaq Capital SPC

By: /s/ Muhammad Asif Seemab

Name: Muhammad Asif Seemab

Title: Director

Date: *October 30, 2023*

By: /s/ Turki Saleh A. AlRajhi

Name: Turki Saleh A. AlRajhi

Date: *October 30, 2023*

By: /s/ Muhammad Asif Seemab

Name: Muhammad Asif Seemab

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-1.1	Joint Filing Agreement

Joint Filing Agreement Pursuant to Rule 13d-1(K)(1)

This will confirm the agreement by and among the undersigned that this Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the common stock of Urgent.ly Inc. is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Mithaq Capital SPC

Date: October 29, 2023

Mithaq Capital SPC

By: /s/Turki Saleh A. AlRajhi

Name: Turki Saleh A. AlRajhi

Title: Director

By: /s/Muhammad Asif Seemab

Name: Muhammad Asif Seemab

Title: Director

Turki Saleh A. AlRajhi

Date: October 29, 2023

By: /s/Turki Saleh A. AlRajhi

Turki Saleh A. AlRajhi

Muhammad Asif Seemab

Date: October 29, 2023

By: /s/Muhammad Asif Seemab

Muhammad Asif Seemab