

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **December 31, 2024**

**URGENT.LY INC.**

(Exact name of registrant, as specified in its charter)

**Delaware**

**001-41841**

**46-2848640**

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

**8609 Westwood Center Drive, Suite 810  
Vienna, VA 22182**

(Address of principal executive  
offices)

Registrant's telephone number, including area code: **(571) 350-3600**

Former name or address, if changed since last report: **Not Applicable.**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	ULY	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

## **Item 1.01 Entry into a Material Definitive Agreement.**

### ***First Amendment to Third Amended and Restated First Lien Loan and Security Agreement***

On December 31, 2024, Urgent.ly Inc. (the “Company”) entered into a First Amendment to Third Amended and Restated Loan and Security Agreement (the “First Amendment to Third A&R First Lien Loan Agreement”), among the Company, the other loan parties party thereto, the lenders party thereto and Ocean II PLO LLC, as administrative and collateral agent (in such capacity, the “First Lien Agent”). The First Amendment to Third A&R First Lien Loan Agreement amends that certain Third Amended and Restated Loan Agreement, dated as of January 19, 2024 (the “Third A&R First Lien Loan Agreement”), among the Company, the other loan parties party thereto, the lenders from time to time party thereto and the First Lien Agent, to, among other things, permit the partial repayment of term loans in an aggregate principal amount equal to \$3.0 million, together with accrued and unpaid interest payable in connection therewith and certain fees applicable thereto, and to extend the maturity date of the loans under the First Amendment to Third A&R First Lien Loan Agreement to February 1, 2025.

Additional details of the Third A&R First Lien Loan Agreement were previously disclosed in the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) on November 13, 2024, and are incorporated herein by reference.

The foregoing description of the First Amendment to Third A&R First Lien Loan Agreement and the transactions contemplated thereby is not complete and is subject to, and qualified in its entirety by reference to, the First Amendment to Third A&R First Lien Loan Agreement, a copy of which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ended December 31, 2024.

### ***Fifth Amendment to Second Lien Loan and Security Agreement***

On December 31, 2024, the Company entered into a Fifth Amendment to Loan and Security Agreement (the “Fifth Amendment”), among the Company, the lenders party thereto and Alter Domus (US) LLC, as administrative and collateral agent (in such capacity, the “Second Lien Agent”). The Fifth Amendment amends the Loan and Security Agreement, dated as of December 16, 2021 (the “Second Lien Loan Agreement”), among the Company, the other loan parties party thereto, the lenders from time to time party thereto and the Second Lien Agent, to, among other things, extend the maturity date of the loans under the Second Lien Loan Agreement to March 3, 2025 and require the payment of an amendment fee. The Company also agreed to appoint an independent director to its board of directors with experience reasonably acceptable to the lenders party to the Second Lien Loan Agreement.

Additional details of the Second Lien Loan Agreement were previously disclosed in the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 13, 2024, and are incorporated herein by reference.

The foregoing description of the Fifth Amendment and the transactions contemplated thereby is not complete and is subject to, and qualified in its entirety by reference to, the Fifth Amendment, a copy of which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ended December 31, 2024.

## **Item 8.01 Other Events.**

On December 31, 2024, the Company issued a press release announcing the First Amendment to Third A&R First Lien Loan Agreement and Fifth Amendment. A copy of the press release is filed herewith as Exhibit 99.1 and incorporated herein by reference.

## **Item 9.01 Financial Statements and Exhibits.**

### (d) Exhibits.

99.1	<a href="#">Press release dated December 31, 2024.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 31, 2024

URGENTLY INC.

By: \_\_\_\_\_  
/s/ Timothy C. Huffmyer  
Timothy C. Huffmyer  
Chief Financial Officer

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## Urgently Announces Short-Term Extensions of Term Loans

*Extensions support business growth initiatives and capital structure improvement*

**VIENNA, VA – December 31, 2024** – Urgently Inc. (Nasdaq: ULY) (“Urgently”), a U.S.-based leading provider of digital roadside and mobility assistance technology and services, announced today that it has reached an agreement with its lenders on a short-term extension to its term loan agreements while it continues to work toward longer-term extensions. Urgently has agreed with its first lien lenders, among other things, to permit the partial prepayment of its first lien term loans in an aggregate principal amount equal to \$3 million, together with certain fees applicable thereto, and to a short-term extension of the maturity date of such term loans until February 1, 2025. Urgently has agreed with its second lien lenders, among other things, to a short-term extension of its second lien term loans until March 3, 2025.

“We are pleased to have announced the short-term extensions of the maturity dates of our debt facilities as we continue to have constructive discussions with our lenders to finalize longer-term extensions over the coming weeks,” said Tim Huffmyer, Chief Financial Officer of Urgently. “The short-term extensions are consistent with our goals of reducing our debt and improving our capital structure. We are also advancing discussions with lenders to refinance our existing debt facilities and/or enter into a new debt facility.”

### About Urgently

Urgently is focused on helping everyone move safely, without disruption, by safeguarding drivers, promptly assisting their journey, and employing technology to proactively avert possible issues. The company’s digitally native software platform combines location-based services, real-time data, AI and machine-to-machine communication to power roadside assistance solutions for leading brands across automotive, insurance, telematics and other transportation-focused verticals. Urgently fulfills the demand for connected roadside assistance services, enabling its partners to deliver exceptional user experiences that drive high customer satisfaction and loyalty, by delivering innovative, transparent and exceptional connected mobility assistance experiences on a global scale. For more information, visit [www.geturgently.com](http://www.geturgently.com).

### For media and investment inquiries, please contact:

Press: [media@geturgently.com](mailto:media@geturgently.com)

Investor Relations: [investorrelations@geturgently.com](mailto:investorrelations@geturgently.com)

### Forward-Looking Statements

This press release contains or may contain “forward-looking statements” within the meaning of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or Urgently’s future financial or operating performance. Such statements are based upon current plans, estimates and expectations of management of Urgently in light of historical results and trends, current conditions and potential future developments, and are subject to various risks and uncertainties that could cause actual results to differ materially from such statements. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Forward-looking terms such as “may,” “will,” “could,” “should,” “would,” “plan,” “potential,” “intend,” “anticipate,” “project,” “predict,” “target,” “believe,” “continue,” “estimate” or “expect” or the negative of these words or other words, terms and phrases of similar nature are often intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. All statements, other than historical facts, including, without limitation, statements regarding the Company’s ability



to secure long-term extensions of its debt facilities, refinance its debt facilities, and/or enter into a new debt facility, and statements regarding the Company's intentions to reduce its debt and improve its capital structure, are based on the current assumptions of Urgently's management and are neither promises nor guarantees, but involve a significant number of factors that may cause our actual performance or achievements to be materially different from any future performance or achievements stated or implied by the forward-looking statements. For factors that could cause actual results to differ materially from the forward-looking statements in this press release, please see the risks and uncertainties detailed in our filings with the Securities and Exchange Commission ("SEC"), including in our annual report on Form 10-K for the year ended December 31, 2023, which was filed with the SEC on March 29, 2024, our quarterly reports on Form 10-Q, including our quarterly report on Form 10-Q for the quarter ended September 30, 2024, which was filed with the SEC on November 13, 2024, and other filings and reports that we may file from time to time with the SEC. All forward-looking statements reflect Urgently's beliefs and assumptions only as of the date of this press release. Urgently undertakes no obligation to update forward-looking statements to reflect future events or circumstances.

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