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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Bessemer Venture Partners IX L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACV Auctions Inc. [ ACVA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/18/2022		C		1,987,693 <sup>(2)</sup>	A	\$0.00 <sup>(1)</sup>	1,987,693 <sup>(2)</sup>	I	See footnote <sup>(3)(4)</sup>
Class A Common Stock	02/18/2022		J <sup>(5)</sup>		1,987,693 <sup>(5)</sup>	D	\$0.00 <sup>(5)</sup>	0	I	See footnote <sup>(3)(4)</sup>

**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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	02/18/2022		C		1,987,693 <sup>(2)</sup>	(1)	(1)		Class A Common Stock	1,987,693 <sup>(2)</sup>	\$0.00 <sup>(1)</sup>	25,827,698 <sup>(3)(4)</sup>	I	See footnote <sup>(3)(4)</sup>

1. Name and Address of Reporting Person * <u>Bessemer Venture Partners IX L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>Bessemer Venture Partners IX Institutional L.P.</u>  (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104  (Street) LARCHMONT NY 10538  (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<u>15 Angels III LLC</u>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(State)	(Zip)	

  

1. Name and Address of Reporting Person *		
<u>Deer IX &amp; Co. L.P.</u>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(State)	(Zip)	

  

1. Name and Address of Reporting Person *		
<u>Deer IX &amp; Co. Ltd.</u>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible without payment or consideration into one share of Class A Common Stock at the option of the holder and has no expiration date.
- Represents 1,093,509 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX L.P. ("BVP IX"), 876,068 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst"), and 18,116 shares converted from Class B Common Stock to Class A Common Stock by 15 Angels III LLC. ("15 Angels" and together with BVP IX and BVP IX Inst, the "BVP IX Funds")
- Deer IX & Co. Ltd. ("Deer Ltd.") is the general partner of Deer IX & Co. L.P. ("Deer L.P."), which is the general partner of the BVP IX Funds. Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the BVP IX Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the BVP IX Funds.
- After the reported transaction, BVP IX, BVP IX Inst, and 15 Angels own 14,208,848 shares, 11,383,454 shares and 235,396 shares, respectively, of Class B Common Stock.
- On February 18, 2022, BVP IX, BVP IX Inst, and 15 Angels distributed, for no consideration, 1,093,509, 876,068, and 18,116 shares (collectively, the "Shares"), respectively, of Class A Common Stock to their limited partners and to Deer L.P., representing each such partner's pro rata interest in such Shares. On the same date, one or more of such limited partner(s) distributed, for no consideration, the Shares to certain of its or their members in an amount equal to each such member's or members' respective pro rata interests in the Shares. Finally, on the same date, Deer L.P. distributed, for no consideration, the Shares it received from the distributions to its partners in an amount equal to each such partner's pro rata interest in the Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

**Remarks:**

/s/ Scott Ring, General Counsel,  
Deer IX & Co. Ltd., the General  
Partner of Deer IX & Co. L.P., the 02/23/2022  
General Partner of Bessemer  
Venture Partners IX L.P.

/s/ Scott Ring, General Counsel,  
Deer IX & Co. Ltd., the General  
Partner of Deer IX & Co. L.P., the 02/23/2022  
General Partner of Bessemer  
Venture Partners IX Institutional  
L.P.

/s/ Scott Ring, Authorized Person, 02/23/2022  
15 Angels III LLC

/s/ Scott Ring, General Counsel,  
Deer IX & Co. Ltd., the General 02/23/2022  
Partner of Deer IX & Co. L.P.

/s/ Scott Ring, General Counsel, 02/23/2022  
Deer IX & Co. Ltd.

\*\* 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.

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