

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>GOODMAN ROBERT P</u> (Last) (First) (Middle) <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT STREET, #321</u> (Street) <u>BUFFALO NY 14203</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2022</u>	
	4. 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 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	05/17/2022		C		0 ⁽²⁾	A	\$0.00 ⁽¹⁾	0 ⁽²⁾	I	See footnotes ⁽²⁾⁽³⁾
Class A Common Stock	05/17/2022		J ⁽⁵⁾		0 ⁽⁵⁾	D	\$0.00 ⁽⁵⁾	0	I	See footnotes ⁽³⁾⁽⁵⁾
Class A Common Stock								522,689	D ⁽⁶⁾	
Class A Common Stock								14,758	I	See footnote ⁽⁷⁾
Class A Common Stock								13,061	I	See footnote ⁽⁸⁾
Class A Common Stock								12,943	I	See footnote ⁽⁹⁾

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					
Class B Common Stock	(1)	02/18/2022		C		0 ⁽²⁾		(1)	(1)	Class A Common Stock	\$0.00 ⁽¹⁾	0 ⁽³⁾⁽⁴⁾	I	See footnote ⁽³⁾⁽⁴⁾

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").
- The Reporting Person is a director of Deer IX & Co. Ltd ("Deer IX Ltd."), which is the general partner of Deer IX & Co. L.P. ("Deer IX LP"), which is the general partner of each of 15 Angels III LLC ("15 Angels"), BVP IX Inst and BVP IX (collectively, the "Funds"). The Reporting Person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer IX Ltd. and Deer IX LP and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- After the reported transaction, BVP IX, BVP IX Inst, and 15 Angels own 13,115,339 shares, 10,507,386 shares and 217,280 shares, respectively, of Class B Common Stock.
- On May 17, 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.
- The shares are directly held by the Reporting Person. Includes Shares received in the distributions described in footnote (5) above.
- The shares are directly held by NB Group, LLC ("NB Group"). NB Group is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any. Includes Shares received in the distributions described in footnote (5) above.
- The shares are directly held by Cracttuxet II, LLC ("Cracttuxet II"). Cracttuxet II is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any. Includes Shares received in the distributions described in footnote (5) above.
- The shares are directly held by Katama Point LLC ("Katama"). Katama is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any. Includes Shares received in the distributions described in footnote (5) above.

Remarks:

/s/ Robert P. Goodman

05/19/2022

** 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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