UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2023

OR

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

For the transition period from __________ to __________

Commission File Number: 001-40256

ACV Auctions Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**47-2415221**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
640 Ellicott Street, #321 Buffalo, New York	**14203**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (800) 553-4070

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value $0.001 per share	ACVA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 3, 2023, there were 129,596,430 shares of the registrant's Class A common stock, and 30,138,376 shares of Class B common stock, each with a par value of $0.001, outstanding.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q including statements regarding our future results of operations or financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will" or "would" or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:

- our expectations regarding our revenue, operating expenses and other operating results, including our key metrics and our ability to meet previously announced earnings guidance;
- our ability to effectively manage our growth and expand our business;
- our ability to grow the number of marketplace participants on our platform;
- our ability to acquire new customers and successfully retain existing customers and capture a greater share of wholesale transactions from our existing customers;
- our ability to increase usage of our platform and generate revenue from our value-added services;
- anticipated trends, growth rates, and challenges in our business and in the markets in which we operate;
- our ability to achieve or sustain our profitability;
- future investments in our business, our anticipated capital expenditures and our estimates regarding our capital requirements;
- the costs and success of our marketing efforts, and our ability to promote our brand;
- the effects of macroeconomic conditions on our business;
- our reliance on key personnel and our ability to identify, recruit and retain skilled personnel, especially as we establish new offerings;
- our ability to compete effectively with existing competitors and new market entrants;
- our ability to obtain, maintain, protect and enforce our intellectual property rights and any costs associated therewith;
- our ability to predict, prepare and respond to new kinds of technology innovations, market developments and changing customer needs;
- our ability to expand internationally;
- our ability to identify and complete acquisitions that complement and expand our reach and platform;
- our decision to not declare or pay dividends for the foreseeable future;
- our ability to comply or remain in compliance with laws and regulations that currently apply or become applicable to our business in the United States and other jurisdictions where we elect to do business; and
- the growth rates of the markets in which we compete.

You should not rely on forward-looking statements as predictions of future events. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described under the header "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained herein. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made, and we undertake no obligation to update them to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law.

Unless the context otherwise indicates, references in this report to the terms “ACV Auctions,” “ACV,” “the Company,” “we,” “our” and “us” refer to ACV Auctions Inc. and its subsidiaries.

We may announce material business and financial information to our investors using our investor relations website (www.investors.acvauto.com). We therefore encourage investors and others interested in ACV to review the information that we make available on our website, in addition to following our filings with the Securities and Exchange Commission (the "SEC"), webcasts, press releases and conference calls.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except share data)

	Three months ended March 31, 2023	Three months ended March 31, 2022
Revenue:		
Marketplace and service revenue	$ 104,863	$ 88,347
Customer assurance revenue	14,763	14,718
Total revenue	119,626	103,065
Operating expenses:		
Marketplace and service cost of revenue (excluding depreciation & amortization)	47,575	47,252
Customer assurance cost of revenue (excluding depreciation & amortization)	12,143	13,636
Operations and technology	35,660	32,829
Selling, general, and administrative	41,797	36,052
Depreciation and amortization	3,285	2,385
Total operating expenses	140,460	132,154
Loss from operations	(20,834)	(29,089)
Other income (expense):		
Interest income	3,296	44
Interest expense	(315)	(210)
Total other income (expense)	2,981	(166)
Loss before income taxes	(17,853)	(29,255)
Provision for income taxes	347	240
Net loss	$ (18,200)	$ (29,495)
Weighted-average shares - basic and diluted	158,694,919	156,104,971
Net loss per share - basic and diluted	$ (0.11)	$ (0.19)

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(in thousands)

	Three months ended March 31, 2023	Three months ended March 31, 2022
Net loss	$ (18,200)	$ (29,495)
Other comprehensive income (loss):		
Net unrealized gains (losses) on available-for-sale securities	1,000	(73)
Foreign currency translation gain (loss)	244	31
Comprehensive loss	$ (16,956)	$ (29,537)

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands, except share data)

	March 31, 2023	December 31, 2022
Assets		
Current Assets :		
Cash and cash equivalents	$ 317,149	$ 280,752
Marketable securities	208,708	215,926
Trade receivables (net of allowance of $4,371 and $4,860)	189,167	168,732
Finance receivables (net of allowance of $2,256 and $2,275)	104,305	78,047
Other current assets	11,916	11,317
Total current assets	831,245	754,774
Property and equipment (net of accumulated depreciation of $7,635 and $6,986)	5,558	5,710
Goodwill	91,995	91,755
Acquired intangible assets (net of amortization of $13,190 and $11,990)	18,194	19,291
Internal-use software costs (net of amortization of $8,368 and $6,930)	42,285	36,992
Other assets	5,870	6,400
Total assets	995,147	914,922
Liabilities and Stockholders' Equity		
Current Liabilities :		
Accounts payable	387,745	323,661
Accrued payroll	10,215	10,052
Accrued other liabilities	15,406	14,504
Total current liabilities	413,366	348,217
Long-term debt	95,500	75,500
Other long-term liabilities	5,375	5,481
Total liabilities	$ 514,241	$ 429,198
Commitments and Contingencies (Note 5)		
Stockholders' Equity :		
Preferred Stock; $0.001 par value; 20,000,000 shares authorized; 0 and 0 shares issued and outstanding at March 31, 2023 and December 31, 2022, respectively	-	-
Common stock - Class A; $0.001 par value; 2,000,000,000 shares authorized; 128,854,443 and 121,214,275 shares issued and outstanding at March 31, 2023 and December 31, 2022, respectively	129	121
Common Stock - Class B; $0.001 par value; 160,000,000 shares authorized; 30,275,430 and 37,241,952 shares issued and outstanding at March 31, 2023 and December 31, 2022, respectively	30	37
Additional paid-in capital	848,832	836,695
Accumulated deficit	(365,554)	(347,354)
Accumulated other comprehensive loss	(2,531)	(3,775)
Total stockholders' equity	480,906	485,724
Total liabilities and stockholders' equity	$ 995,147	$ 914,922

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(in thousands, except share data)

	Common Stock Class A		Common Stock Class B				Accumulated	
	Shares	Par Value	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance, December 31, 2022	121,214,275	$ 121	37,241,952	$ 37	$ 836,695	$ (347,354)	$ (3,775)	$ 485,724
Conversion of Class B common stock to Class A common stock	7,042,121	7	(7,042,121)	(7)				-
Net loss						(18,200)		(18,200)
Other comprehensive income (loss)							1,244	1,244
Stock-based compensation					14,859			14,859
Exercise of common stock options	181,284	-			898			898
Vested restricted stock units	416,763	1	75,599	-	(3,620)			(3,619)
Balance as of March 31, 2023	128,854,443	$ 129	30,275,430	$ 30	$ 848,832	$ (365,554)	$ (2,531)	$ 480,906

	Common Stock Class A		Common Stock Class B				Accumulated	
	Shares	Par Value	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance, December 31, 2021	106,420,843	$ 106	49,661,126	$ 50	$ 801,142	$ (245,161)	$ (40)	$ 556,097
Conversion of Class B common stock to Class A common stock	3,650,448	4	(3,650,448)	(4)				-
Net loss						(29,495)		(29,495)
Other comprehensive income (loss)							(42)	(42)
Stock-based compensation					7,924			7,924
Exercise of common stock options	197,527	-			411			411
Vested restricted stock units	150,475	-			(1,273)			(1,273)
Escrowed shares	620,877	1			(1)			-
Balance as of March 31, 2022	111,040,170	$ 111	46,010,678	$ 46	$ 808,203	$ (274,656)	$ (82)	$ 533,622

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Three months ended March 31, 2023	2022
Cash Flows from Operating Activities		
Net income (loss)	$ (18,200)	$ (29,495)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	3,392	2,515
Stock-based compensation expense, net of amounts capitalized	11,505	7,549
Provision for bad debt	2,176	1,793
Other non-cash, net	(302)	659
Changes in operating assets and liabilities, net of effects from purchases of businesses:		
Trade receivables	(21,487)	(6,603)
Other operating assets	(841)	(5,433)
Accounts payable	62,761	(7,526)
Other operating liabilities	3,976	5,085
Net cash provided by (used in) operating activities	42,980	(31,456)
Cash Flows from Investing Activities		
Net increase in finance receivables	(27,407)	(19,420)
Purchases of property and equipment	(266)	(748)
Capitalization of software costs	(4,943)	(3,942)
Purchases of marketable securities	(35,602)	(7,411)
Maturities and redemptions of marketable securities	41,950	-
Sales of marketable securities	2,402	-
Acquisition of businesses (net of cash acquired)	-	(18,913)
Net cash provided by (used in) investing activities	(23,866)	(50,434)
Cash Flows from Financing Activities		
Proceeds from long term debt	95,000	60,000
Payments towards long term debt	(75,000)	-
Proceeds from exercise of stock options	899	411
Payment of RSU tax withholdings in exchange for common shares surrendered by RSU holders	(3,619)	(1,274)
Net cash provided by (used in) financing activities	17,280	59,137
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	3	8
Net increase (decrease) in cash, cash equivalents, and restricted cash	36,397	(22,745)
Cash, cash equivalents, and restricted cash, beginning of period	280,752	565,994
Cash, cash equivalents, and restricted cash, end of period	$ 317,149	$ 543,249
Supplemental disclosure of cash flow information		
Non-cash investing and financing activities:		
Stock-based compensation included in capitalized software development costs	$ 696	$ 375
Purchase of property and equipment and internal use software in accounts payable	$ 2,553	$ 1,064

The accompanying notes are an integral part of these condensed consolidated financial statements

ACV AUCTIONS INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1.Nature of Business and Summary of Significant Accounting Policies

Nature of Business – The Company operates in one industry segment, providing a digital wholesale auction marketplace (the "Marketplace") to facilitate business-to-business used vehicle sales between a selling dealership ("Seller") and a buying dealership ("Buyer"). Customers using the Marketplace are licensed automotive dealerships or other commercial automotive enterprises. At the election of the customer purchasing a vehicle, the Company can arrange third-party transportation services for the delivery of the purchased vehicle through its wholly owned subsidiary, ACV Transportation LLC. The Company can also provide the customer financing for the purchased vehicle through its wholly owned subsidiary, ACV Capital LLC. ACV also provides data services that offer insights into the condition and value of used vehicles for transactions both on and off the Company's Marketplace, which help dealerships, their end customers, and commercial partners make more informed decisions to transact with confidence and efficiency. Customers using data services are licensed automotive dealerships or other commercial automotive enterprises. All services are provided in the United States and certain data services are also provided internationally. Services are supported by the Company's operations which are in the United States, Canada and France.

Basis of Consolidation – The condensed consolidated financial statements include the accounts of ACV Auctions Inc. and all of its controlled subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Basis of Preparation – The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial information and pursuant to the applicable rules and regulations of the Securities and Exchange Commission ("SEC"). The Company has condensed or omitted certain information and notes normally included in complete annual financial statements prepared in accordance with GAAP. These financial statements have been prepared on the same basis as the Company's annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for the fair statement of the Company's financial information. The unaudited interim condensed consolidated financial statements should therefore be read in conjunction with the audited consolidated financial statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2022, as filed with the SEC on March 1, 2023 (the "Annual Report"). Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification ("ASC") and Accounting Standards Update ("ASU") of the Financial Accounting Standards Board ("FASB").

2.Financial Instruments

The following is a summary of available-for-sale financial instruments, as of March 31, 2023 and December 31, 2022, respectively (in thousands):

	March 31, 2023			
	Amortized Cost	**Unrealized Gain**	**Unrealized Losses**	**Fair Value**
Cash equivalents:				
Corporate securities (1)	$ 504	$ -	$ (1)	$ 503
U.S. treasury and agency securities	1,509	6	-	1,515
Total Cash equivalents	2,013	6	$ (1)	2,018
Marketable securities:				
Corporate securities (1)	175,709	260	(1,720)	174,249
U.S. treasury and agency securities	34,469	69	(79)	34,459
Total Marketable securities	$ 210,178	$ 329	$ (1,799)	$ 208,708

(1) Comprised primarily of corporate bonds and commercial paper

	December 31, 2022			
	Amortized Cost	Unrealized Gain	Unrealized Losses	Fair Value
Marketable securities:				
Corporate securities (1)	$ 184,321	$ 75	$ (2,344)	$ 182,052
U.S. treasury and agency securities	34,071	3	(200)	33,874
Total Marketable securities	$ 218,392	$ 78	$ (2,544)	$ 215,926

(1) Comprised primarily of corporate bonds and commercial paper

As of March 31, 2023, the fair values of available-for-sale financial instruments, by remaining contractual maturity, were as follows (in thousands):

Due within one year	$ 102,567
Due in one to five years	108,159
Total	$ 210,726

The Company typically invests in highly rated securities, with the primary objective of minimizing the potential risk of principal loss. The Company's investment policy generally requires securities to be investment grade and limits the amount of credit exposure to any one issuer. Fair values were determined for each individual security in the investment portfolio.

The Company does not believe that any unrealized losses are attributable to credit-related factors based on its evaluation of available evidence. To determine whether a decline in value is related to credit loss, the Company evaluates, among other factors: the extent to which the fair value is less than the amortized cost basis, changes to the rating of the security by a rating agency and any adverse conditions specifically related to an issuer of a security or its industry. The Company does not intend to sell the instruments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity. Unrealized gain and losses on marketable securities are presented net of tax.

3.Fair Value Measurement

Fair value accounting is applied for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the condensed consolidated financial statements on a recurring basis (at least annually). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Assets and liabilities recorded at fair value in the condensed consolidated financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, which are directly related to the amount of subjectivity, associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1: Observable inputs such as quoted prices in active markets for identical assets and liabilities.

Level 2: Inputs other than the quoted prices in active markets that are observable either directly or indirectly.

Level 3: Unobservable inputs in which there is little or no market data which require the Company to develop its own assumptions.

The Company's financial instruments that are not measured at fair value on a recurring basis include trade and finance accounts receivable and accounts payable whose carrying values approximate fair value due to the short-term nature of those instruments.

The following tables present information about the Company's financial assets measured at fair value on a recurring basis as of March 31, 2023 and December 31, 2022, and indicate the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands):

	March 31, 2023							
		Level 1		Level 2		Level 3		Total
Cash equivalents:								
Money market funds	$	193,466	$	—	$	—	$	193,466
U.S. treasury and agency securities		1,515		—		—		1,515
Corporate securities		—		503		—	$	503
Marketable Securities:								
Corporate securities		—		174,249		—		174,249
U.S. treasury and agency securities		20,325		14,134		—		34,459
Total financial assets	$	215,306	$	188,886	$	—	$	404,192

	December 31, 2022							
		Level 1		Level 2		Level 3		Total
Cash equivalents:								
Money market funds	$	36,679	$	—	$	—	$	36,679
Marketable Securities:								
Corporate securities		—		182,052		—		182,052
U.S. treasury and agency securities		26,006		7,868		—		33,874
Total financial assets	$	62,685	$	189,920	$	—	$	252,605

The Company classifies its highly liquid money market funds and U.S treasury securities within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its corporate securities, and U.S. agency securities within Level 2 because they are valued using inputs other than quoted prices that are directly or indirectly observable in the market, including readily available pricing sources for the identical underlying security which may not be actively traded.

4.Accounts Receivable & Allowance for Doubtful Receivables

The Company maintains an allowance for doubtful receivables that in management's judgment reflects losses inherent in the portfolio. A provision for doubtful receivables is recorded to adjust the level of the allowance in accordance with GAAP.

Changes in the allowance for doubtful trade receivables for the three months ended March 31, 2023 and 2022 were as follows (in thousands):

	Three months ended March 31,			
		2023		2022
Beginning balance	$	4,860	$	3,724
Provision for bad debt		1,028		1,386
Net write-offs				
Write-offs		(3,963)		(2,460)
Recoveries		2,446		878
Net write-offs		(1,517)		(1,582)
Ending balance	$	4,371	$	3,528

Changes in the allowance for doubtful finance receivables for the three months ended March 31, 2023 and 2022 were as follows (in thousands):

	Three months ended March 31,			
		2023		2022
Beginning balance	$	2,275	$	636
Provision for bad debt		1,148		407
Net write-offs				
Write-offs		(1,381)		(369)
Recoveries		214		30
Net write-offs		(1,167)		(339)
Ending balance	$	2,256	$	704

5.Guarantees, Commitments and Contingencies

The Company provides certain guarantees to Sellers in the Marketplace in the ordinary course of business, which are accounted for under ASC 460 as a general guarantee.

Vehicle Condition Guarantees – Sellers must attach a vehicle condition report in the Marketplace for every auction; this vehicle condition report is used by Buyers to inform bid decisions. The Company offers guarantees to Sellers in qualifying situations where the Company performed a vehicle inspection and prepared the vehicle condition report. Sellers must pay an additional fee in exchange for this guarantee. The guarantee provides Sellers protection from paying remedies to Buyers related to a Buyer's claim that the vehicle condition report did not accurately portray the condition of the vehicle purchased on the Marketplace. The guarantee provides the Company with the right to retain proceeds from the subsequent liquidation of the vehicle covered under the guarantee. The guarantee is typically provided for 10 days after the successful sale of the vehicle on the Marketplace. The fair value of vehicle condition guarantees issued is estimated based on historical results and other qualitative factors. The vehicle condition guarantee revenue is recognized on the earlier of the guarantee expiration date or the guarantee settlement date. The maximum potential payment is the sale price of the vehicle. The total sale price of vehicles for which there was an outstanding guarantee was $306.1 million and $160.3 million at March 31, 2023 and December 31, 2022, respectively. The carrying amount of the liability presented in accrued other liabilities was $1.8 million and $1.2 million at March 31, 2023 and December 31, 2022, respectively.

The recognized probable loss contingency, in excess of vehicle condition guarantees recognized, presented in accrued other liabilities was $1.8 million and $1.4 million at March 31, 2023 and December 31, 2022, respectively.

Other Price Guarantees – The Company provides Sellers with a price guarantee for vehicles to be sold on the Marketplace from time to time. If a vehicle sells below the guaranteed price, the Company is responsible for paying the Seller the difference between the guaranteed price and the final sale price. The term of the guarantee is typically less than one week. No material unsettled price guarantees existed at March 31, 2023 and December 31, 2022.

Litigation – The Company and its subsidiaries are subject in the normal course of business to various pending and threatened legal proceedings and matters in which claims for monetary damages are asserted. On an on-going basis management, after consultation with legal counsel, assesses the Company's liabilities and contingencies in connection with such proceedings. For those matters where it is probable that the Company will incur losses and the amounts of the losses can be reasonably estimated, the Company records an expense and corresponding liability in its condensed consolidated financial statements. To the extent pending or threatened litigation could result in exposure in excess of the recorded liability, the amount of such excess is not currently estimable.

6.Borrowings

2019 Revolver

The Company has a revolving credit facility (the "2019 Revolver"). The 2019 Revolver was established to provide debt financing in support of the short-term finance receivable product offered to eligible customers purchasing vehicles through the Marketplace and is fully secured by the underlying finance receivable assets. On June 25, 2021 the Company entered into the First Amendment to Loan and Security Agreement ("The First Amendment"), which modified the interest rate to the London Interbank Offered Rate, or LIBOR (or a benchmark replacement in accordance with the First Amendment). The First Amendment maintains a maximum borrowing principal amount of $50.0 million.

2021 Revolver

The Company also has a second revolving credit facility (the "2021 Revolver"). The 2021 Revolver was established to provide general financing to the Company. The 2021 Revolver is secured by substantially all of the Company's assets. The maximum borrowing principal amount of the 2021 Revolver is $160.0 million and includes a sub facility that provides for the issuance of letters of credit up to $20.0 million outstanding at any time.

Refer to Note 9 contained in our Annual Report on Form 10-K for the year ended December 31, 2022 for further details regarding our revolving credit facilities and their key terms.

The Company’s outstanding long-term debt consisted of the following credit facility borrowings at March 31, 2023 and December 31, 2022 (in thousands):

	Interest Rate*	Maturity Date*	March 31, 2023	December 31, 2022
2019 Revolver	8.71%	June 25, 2024	$ 500	$ 500
2021 Revolver	9.75%	August 24, 2026	95,000	75,000
Total long-term debt			$ 95,500	$ 75,500

* The interest rates and maturity dates in the table above represent the rate in place as of March 31, 2023

As of March 31, 2023 and December 31, 2022, there was an outstanding letter of credit issued under the 2021 Revolver in the amount of $1.6 million, decreasing the availability under the 2021 Revolver by a corresponding amount.

As of March 31, 2023, the Company was in compliance with all of its financial covenants and non-financial covenants.

7.Revenue

The following table summarizes the primary components of revenue; this level of disaggregation takes into consideration how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors (in thousands):

	Three months ended March 31, 2023	2022
Auction marketplace revenue	$ 54,002	$ 43,960
Other marketplace revenue	42,691	36,340
Data services revenue	8,170	8,047
Marketplace and service revenue	$ 104,863	$ 88,347

Contract liabilities represent consideration collected prior to satisfying performance obligations. The Company had $4.4 million and $3.8 million of contract liabilities included in Accrued other liabilities on the Condensed Consolidated Balance Sheets as of March 31, 2023 and December 31, 2022, respectively. Revenue recognized from these contracts during the three months ended March 31, 2023 was $3.8 million. All the remaining performance obligations for contracts are expected to be recognized within one year.

8.Stock-Based Compensation

Refer to Note 13 contained in our Annual Report on Form 10-K for the year ended December 31, 2022 for further details regarding our equity plans.

The following table summarizes the stock option activity for the three months ended March 31, 2023 (in thousands, except for share and per share amounts):

	Number of Options	Weighted-Average Exercise Price Per Share	Intrinsic Value	Weighted-Average Remaining Contractual Term (in years)
Outstanding, December 31, 2022	7,801,650	$ 2.67	$ 43,185	6.0
Exercised	(181,284)	4.96		
Forfeited	(103,105)	7.42		
Expired	(5,308)	4.05		
Outstanding, March 31, 2023	7,511,953	$ 2.55	$ 77,799	5.7
Exercisable, March 31, 2023	6,550,808	$ 2.10	$ 70,821	5.4

The following table summarizes the restricted stock unit activity for the three months ended March 31, 2023 (in thousands, except for share and per share amounts):

	Number of RSUs	Weighted-Average Grant-Date Fair Value
Outstanding, December 31, 2022	5,978,564	$ 14.57
Granted	2,239,099	$ 12.26
Vested	(863,322)	$ 14.29
Forfeited	(196,664)	$ 14.86
Outstanding, March 31, 2023	7,157,677	$ 13.87

As of March 31, 2023 there was approximately $75.7 million of compensation expense related to the unvested portion of common stock options and restricted stock units that will be recorded as compensation expense over a weighted-average period of 2.7 years.

During the first quarter of 2022, the Company entered into an escrow agreement (the "Escrow Agreement") for certain compensatory share-based service awards. The Escrow Agreement authorized 620,877 shares of common stock to be issued and held in escrow. Shares will be released and distributed equally on a six-month schedule to the employee award recipients with the final vesting date on February 22, 2025. At March 31, 2023, there was approximately $5.0 million of compensation expense related to the unvested portion of escrow shares that will be recorded over 1.9 years.

9.Income Taxes

The Company had an effective tax rate of approximately (2)% and (1)% for the three months ended March 31, 2023 and 2022, respectively. The principal differences between the federal statutory rate and the effective tax rate is related to foreign taxes and the non-recognition of tax benefits for certain entities in a loss position for which a full valuation allowance has been recorded.

10.Net Income (Loss) Per Share

The numerators and denominators of the basic and diluted net income (loss) per share computations for the Company's common stock are calculated as follows for the three months ended March 31, 2023 and 2022 (in thousands, except share data):

	Three months ended March 31,			
	2023		2022	
	Class A	Class B	Class A	Class B
Numerator:				
Net income (loss) attributable to common stockholders	$ (14,393)	$ (3,807)	$ (20,421)	$ (9,074)
Denominator:				
Weighted-average number of shares of common stock - Basic and diluted	125,500,186	33,194,733	108,079,131	48,025,840
Net income (loss) per share attributable to common stockholders:				
Basic and diluted	$ (0.11)	$ (0.11)	$ (0.19)	$ (0.19)

The following table presents the total weighted-average number of potentially dilutive shares that were excluded from the computation of diluted net loss per share attributable to common shareholders because their effect would have been anti-dilutive for the period presented:

	Three months ended March 31,	
	2023	2022
Unvested RSU's and other awards	1,082,627	321,991
Stock options	5,281,394	6,003,177
Shares subject to the employee stock purchase plan	24,245	57,726

11.Acquisitions

On February 22, 2022, the Company completed its acquisition of Monk SAS for total consideration of $18.6 million, net of cash acquired and expected working capital settlements. The total purchase price was paid in cash. In aggregate, $13.5 million was attributed to goodwill, $6.4 million to intangible assets and $1.1 million to net liabilities assumed. Goodwill acquired in connection with this acquisition will be deductible for tax purposes in the United States and amortized on a straight-line basis over 15 years.

Monk SAS is an AI company delivering state of the art visual processing capabilities for the automotive, insurance and mobility markets. The acquisition of Monk enables the Company to enhance its service offerings and inspection capabilities for dealers and commercial partners. The transaction was accounted for using the acquisition method and, accordingly, the results of the acquired business have been included in the Company's results of operations from the acquisition date.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" relating to our financial condition and results of operations for the year ended December 31, 2022 included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission, or SEC, on March 1, 2023, or the Annual Report. Some of the information contained in this discussion and analysis, including information with respect to our financial condition or results of operations, business strategy and plans and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading “Special Note Regarding Forward-Looking Statements” in this Form 10-Q. You should review the “Risk Factors” section of our Annual Report for a discussion of important factors that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Our mission is to build and enable the most trusted and efficient digital marketplace for buying and selling used vehicles with transparency and comprehensive data that was previously unimaginable.

We provide a highly efficient and vibrant digital marketplace for wholesale vehicle transactions and data services that offer transparent and accurate vehicle information to our customers. Our platform leverages data insights and technology to power our digital marketplace and data services, enabling our dealers and commercial partners to buy, sell, and value vehicles with confidence and efficiency. We strive to solve the challenges that the used automotive industry has faced for generations and provide powerful technology-enabled capabilities to our dealers and commercial partners who fulfill a critical role in the automotive ecosystem. We help dealers source and manage inventory and accurately price their vehicles as well as process payments, transfer titles, manage arbitrations, and finance and transport vehicles. Our platform encompasses:

- ***Digital Marketplace.*** Connects buyers and sellers of wholesale vehicles in an intuitive and efficient manner. Our core marketplace offerings are auctions in varying formats, which facilitate real time transactions of wholesale vehicles, and are available across multiple platforms including mobile apps, desktop, and directly through API integration.We also offer transportation and financing services to facilitate the entire transaction journey.
- ***Data Services.*** Offer insights into the condition and value of used vehicles for transactions both on and off our marketplace and help dealers, their end consumers, and commercial partners make more informed decisions and transact with confidence and efficiency. We enable dealers to manage their inventory and set pricing more effectively while turning vehicles faster and maximizing profit by leveraging predictive analytics informed by machine learning and market data.
- ***Data and Technology.*** Underpins everything we do, and powers our vehicle inspections, comprehensive vehicle intelligence reports, digital marketplace, inventory management software, and operations automation.

We have historically generated the majority of our revenue from our digital marketplace where we earn auction and ancillary fees from both buyers and sellers in each case only upon a successful auction. Buyer auction fees are variable based on the price of the vehicle, while seller auction fees include a fixed auction fee and an optional fee for the elective condition report associated with the vehicle. We also earn ancillary fees through additional value-added services to buyers and sellers in connection with the auction.

Our customers include participants on our marketplace and purchasers of our data services. Certain dealers and commercial partners purchase data services in connection with vehicle assessments, software subscriptions, and transactions that do not occur on our marketplace. Our dealer customers include a majority of the top 100 used vehicle dealers in the United States.

We had 151,563 and 140,125 Marketplace Units sold on our marketplace, representing a total Marketplace Gross Merchandise Value, or Marketplace GMV, of $2.4 billion in each case, for the three months ended March 31, 2023 and 2022, respectively. In the three months ended March 31, 2023 and 2022, we generated revenue of $119.6 million and $103.1 million, net loss of $18.2 million and $29.5 million, and adjusted EBITDA of $(5.6) million and $(18.0) million, respectively. We continue to invest in growth to scale our company responsibly and drive towards sustained profitability. See the section titled "—Key Operating and Financial Metrics" for additional information on Marketplace Units, Marketplace GMV and Adjusted EBITDA.

Key Operating and Financial Metrics

We regularly monitor a number of operating and financial metrics in order to measure our current performance and estimate our future performance. Our business metrics may be calculated in a manner different than similar business metrics used by other companies.

	Three months ended March 31, 2023	Three months ended March 31, 2022	% Change
Marketplace Units	151,563	140,125	8.2 %
Marketplace GMV	$ 2.4 billion	$ 2.4 billion	(0.7)%
Adjusted EBITDA	$ (5.6) million	$ (18.0) million	

Marketplace Units

Marketplace Units is a key indicator of our potential for growth in Marketplace GMV and revenue. It demonstrates the overall engagement of our customers on the ACV platform, the vibrancy of our digital marketplace and our market share of wholesale transactions in the United States. We define Marketplace Units as the number of vehicles transacted on our marketplace within the applicable period. Marketplace Units transacted includes any vehicle that successfully reaches sold status, even if the auction is subsequently unwound, meaning the buyer or seller does not complete the transaction. These instances have been immaterial to date. Marketplace Units exclude vehicles that were inspected by ACV, but not sold on our digital marketplace. Since the launch of our platform, Marketplace Units have generally increased as we have expanded our territory coverage, added new Marketplace Buyers and Marketplace Sellers to our platform and increased our share of wholesale transactions from existing customers. Because we only earn auction and ancillary fees in the case of a successful auction, Marketplace Units will remain a critical driver of our revenue growth.

Marketplace GMV

Marketplace GMV is primarily driven by the volume and dollar value of Marketplace Units transacted on our digital marketplace. We believe that Marketplace GMV acts as an indicator of the success of our marketplace, signaling satisfaction of dealers and buyers on our marketplace, and the health, scale, and growth of our business. We define Marketplace GMV as the total dollar value of vehicles transacted through our digital marketplace within the applicable period, excluding any auction and ancillary fees. Because our definition of Marketplace Units does not include vehicles inspected but not sold on our digital marketplace, and because the value of the vehicle sold is not recognized as revenue, GMV does not represent revenue earned by us. We expect that Marketplace GMV will continue to grow as Marketplace Units grow, though at a varying rate within a given applicable period, as Marketplace GMV is also impacted by the value of each vehicle transacted. Due to the historically high values of used automobiles in the current environment, it is possible that as values normalize in the future, Marketplace GMV could decline even as Marketplace Units grow.

Marketplace Buyers

We define Marketplace Buyers as dealers or commercial partners with a unique customer ID that have transacted at least once in the last 12 months as a buyer on our digital marketplace. Marketplace Buyers include independent and franchise dealers buying on our marketplace.

Marketplace Sellers

We define Marketplace Sellers as dealers or commercial partners with a unique customer ID that have transacted at least once in the last 12 months as a seller on our digital marketplace. Marketplace Sellers include independent and franchise dealers selling on our marketplace, as well as commercial partners, consisting of commercial leasing companies, rental car companies, bank or other finance companies, who use our marketplace to sell their inventory.

We monitor the growth in both Marketplace Buyers and Marketplace Sellers as they each promote a more vibrant and healthy marketplace. We believe that our growth in Marketplace Sellers and Marketplace Buyers over time has been driven by the value proposition of our offerings, and our sales and marketing success, including our ability to attract new dealers and commercial partners to our digital marketplace. Based on our current position in the market, we believe that we have significant opportunity to continue to increase the number of Marketplace Buyers and Marketplace Sellers.

Adjusted EBITDA

Adjusted EBITDA is a performance measure that we use to assess our operating performance and the operating leverage in our business. We define Adjusted EBITDA as net income (loss), adjusted to exclude: depreciation and amortization, stock-based compensation expense, interest (income) expense, other (income) expense, net, provision for income taxes, and other one-time, non-recurring items of a material nature, when applicable, such as acquisition-related and restructuring expenses. We monitor Adjusted EBITDA as a non-GAAP financial measure to supplement the financial information we present in accordance with generally accepted accounting principles, or GAAP, to provide investors with additional information regarding our financial results. For further explanation of the uses and limitations of this measure and a reconciliation of our Adjusted EBITDA to the most directly comparable GAAP measure, net income (loss), please see "—Non-GAAP Financial Measures."

We expect Adjusted EBITDA to fluctuate in the near term as we continue to invest in our business and improve over the long term as we achieve greater scale in our business and efficiencies in our operating expenses.

Factors Affecting Our Performance

We believe that the growth and future success of our business depend on many factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to sustain our growth, improve our results of operations, and increase profitability.

Increasing Marketplace Units

Increasing Marketplace Units is a key driver of our revenue growth. The transparency, efficiency and vibrancy of our marketplace is critical to our ability to grow our share of wholesale transactions from existing customers and attract new buyers and sellers to our digital marketplace. Failure to increase the number of Marketplace Units would adversely affect our revenue growth, operating results, and the overall health of our marketplace.

Grow Our Share of Wholesale Transactions from Existing Customers

Our success depends in part on our ability to grow our share of wholesale transactions from existing customers, increasing their engagement and spend on our platform. We remain in the early stages of penetrating our Marketplace Buyers and Sellers' total number of wholesale transactions. As we continue to invest in eliminating key risks of uncertainty related to the auction process through our trusted and efficient digital marketplace, we expect that we will capture an increasing share of transactions from our existing buyers and sellers. Our ability to increase share from existing customers will depend on a number of factors, including our customers' satisfaction with our platform, competition, pricing and overall changes in our customers' engagement levels.

Add New Marketplace Buyers and Marketplace Sellers

We believe we have a significant opportunity to add new marketplace participants. As we expand our presence within our existing territories, we are able to drive increased liquidity and greater vehicle selection, which in turn improves our ability to attract new Marketplace Buyers and Marketplace Sellers. Additionally, we intend to add more commercial consignors to our digital marketplace and capture a greater share of vehicles in the wholesale market that are sold to dealers by commercial consignors through auctions and private sales.

Our ability to attract new Marketplace Buyers and Marketplace Sellers will depend on a number of factors including: the ability of our sales team to onboard dealers and commercial consignors onto our platform and ensure their satisfaction, the ability of our territory managers to build awareness of our brand, the ability of our vehicle condition inspectors, or VCIs, to cultivate relationships with our customers in their respective territories, and the effectiveness of our marketing efforts.

Grow Awareness for Our Offerings and Brand

Wholesale vehicle online penetration is in the early stages, lagging the consumer automotive market, and we expect more dealers and commercial partners to source and manage their inventory online. As the digitization of the wholesale automotive market accelerates, we believe that our digital marketplace is well positioned to capture a disproportionate share of that growth. We plan to use targeted sales and marketing efforts to educate potential Marketplace Buyers and Marketplace Sellers as to the benefits of our offerings and drive adoption of our platform. Our ability to grow awareness of our offerings and brand depend on a number of factors, including:

- ***Secure Trusted Supply.*** The more trusted supply on our marketplace, the more buyers we can attract to our platform.
- ***Deepen Relationships with Dealers and Commercial Partners.*** We have a team of VCIs who work on our customers' lots to not only provide inspection services, but also to develop strong client relationships and ensure the highest quality service.
- ***Drive Customer Loyalty.*** Our loyal customers and referrals serve as a highly effective customer acquisition tool, and help drive our growth in a given territory.
- ***Grow Brand Awareness.*** We plan to invest in promoting our brand by targeted marketing spend and increase customer awareness in the territories in which we operate.

Our future success is dependent on our ability to successfully grow our market presence and market and sell existing and new products to both new and existing customers.

Grow Value-Added and Data Services

We plan to continue to drive customer adoption of our existing value-added and data services and introduce new and complementary products. Our ability to drive higher attachment rates of existing value-added services, such as ACV Transportation and ACV Capital, will help grow our revenue. In 2021, we added MAX Digital's flagship inventory management system to our portfolio of data services offerings. We plan to drive customer adoption of our data services such as our True360 Reports that bring transparency and offer insights into the condition and value of used vehicles as well as our inventory management system which enables dealers to accurately price wholesale and retail inventory while maximizing profit by leveraging predictive analytics informed by machine learning. These data services enable our customers to make more informed inventory management decisions both on and off our digital marketplace. In addition, we will continue to focus on developing new products and services that enhance our platform in areas including new data-powered products. Our ability to drive customer adoption of these products and services is dependent on the pricing of our products, the offerings of our competitors and the effectiveness of our marketing efforts.

Investment in Growth

We are actively investing in our business. In order to support our future growth and expanded product offerings, we expect this investment to continue. We anticipate that our operating expenses will increase as we continue to build our sales and marketing efforts, expand our employee base and invest in our technology development. The investments we make in our platform are designed to grow our revenue opportunity and to improve our operating results in the long term, but these investments could also delay our ability to achieve profitability or reduce our profitability in the near term. Our success is dependent on making value-generative investments that support our future growth.

Used Car Demand

Our success depends in part on sufficient demand for used vehicles. Our recent growth over the last several years has coincided with a rising consumer demand for used vehicles. Since early 2020 demand for cars has outpaced supply. During this period we have seen new car supply have a significant impact on the supply of wholesale vehicles available within our marketplace. More recently, new vehicle supply has begun to increase, although still below 2019 levels. However, this increase in new vehicle supply has been coupled with an increase in interest rates which has made both new and used vehicles more expensive for retail consumers utilizing financing. Used car demand will be in part dependent on the economic health of the retail consumer and their ability to afford a vehicle purchase.

Used vehicle sales are also seasonal. Sales typically peak late in the first quarter and early in the second quarter, with the lowest relative level of industry vehicle sales occurring in the fourth quarter. Due to our growth since launch, our sales patterns to date have not been entirely reflective of the general seasonality of the used vehicle market, but we expect this to normalize as our business matures. Seasonality also impacts used vehicle pricing, with used vehicles depreciating at a faster rate in the last two quarters of each year and a slower rate in the first two quarters of each year. We may experience seasonal and other fluctuations in our quarterly results of operations, which may not fully reflect the underlying performance of our business. See the section titled "Seasonality" for additional information on the impacts of seasonality on our business.

COVID-19 and Supply Shortages

In March 2020, our business and operations began to experience the effects of the worldwide COVID-19 pandemic. Starting in May 2020, our marketplace activity rebounded strongly to reach levels higher than the months of January and February 2020 prior to the impact of COVID-19. As supply constraints began to ease and the demand and supply for used vehicles reached a better equilibrium in the fourth quarter of 2020, the growth in our transaction volume and revenue normalized. In 2021 and 2022, the supply and demand in our marketplace continued to be impacted by the semiconductor supply shortage and COVID-19-related production disruptions.

The factors described above continue to limit the supply of new vehicles and contribute to short-term volatility in used vehicle sales, including those on our marketplace. New car supply has had a significant impact on the supply of wholesale vehicles available within our marketplace over the period. We are continuing to monitor the effects of these factors on our business and industry. In particular, the extent to which COVID-19 will continue to impact our business, and the broader implications of the pandemic on our sustained results of operations, remain uncertain. We cannot predict how the pandemic will continue to develop, whether and to what extent government regulations or other restrictions may impact our operations or those of our customers, or whether and to what extent the pandemic or the effects thereof may have longer term unanticipated impacts on our business.

Components of Results of Operations

Revenue

Marketplace and Service Revenue

We have historically generated the majority of our revenue from our digital marketplace where we earn auction and ancillary fees from both buyers and sellers, in each case only upon a successful auction. Our marketplace and service revenue consists principally of revenue earned from facilitating auctions and arranging for the transportation of vehicles purchased in such auctions.

We act as an agent when facilitating a vehicle auction through the marketplace. Auction and related fees charged to the buyer and seller are reported as revenue on a net basis, excluding the price of the auctioned vehicle in the transaction.

We act as a principal when arranging for the transportation of vehicles purchased on the marketplace and leverage our network of third-party transportation carriers to secure the arrangement. Transportation fees charged to the buyer are reported on a gross basis.

We also generate data services revenue through our True360 reports and MAX Digital inventory management software subscriptions and offer short-term inventory financing to eligible customers purchasing vehicles through the marketplace.

Customer Assurance Revenue

We also generate revenue by providing our Go Green assurance to sellers on the condition of certain vehicles sold on the marketplace, which is considered a guarantee under GAAP. This assurance option is only available for sellers who have enrolled in the service on qualifying vehicles for which we have prepared the vehicle condition report. Customer assurance revenue also includes revenue from other price guarantee products offered to sellers. Customer assurance revenue is measured based upon the fair value of the Go Green assurance that we provide. We expect the fair value per vehicle assured to decrease over time as we continue to improve the quality of our inspection product, which in turn reduces the costs of satisfying such assurance.

Operating Expenses

Marketplace and Service Cost of Revenue

Marketplace and service cost of revenue consists of third-party transportation carrier costs, titles shipping costs, customer support, website hosting costs, inspection costs related to data services and various other costs. These costs include salaries, benefits, bonuses and related stock-based compensation expenses, which we refer to as personnel expenses. We expect our marketplace and service cost of revenue to continue to increase in absolute dollars as we continue to scale our business and introduce new product and service offerings.

Customer Assurance Cost of Revenue

Customer assurance cost of revenue consists of the costs related to satisfying claims against the vehicle condition guarantees, and other price guarantees. We expect that our customer assurance cost of revenue will increase in absolute dollars as our business grows, particularly as we provide guarantees on an increasing number of vehicles.

Operations and Technology

Operations and technology expense consists of costs for wholesale auction inspections, personnel costs related to payments and titles processing, transportation processing, product and engineering and other general operations and technology expenses. These costs include personnel-related expenses and other allocated facility and office costs. We expect that our operations and technology expense will increase in absolute dollars as our business grows, particularly as we incur additional costs related to continued investments in our marketplace, transportation capabilities and other technologies.

Selling, General and Administrative

Selling, general and administrative expense consists of costs resulting from sales, accounting, finance, legal, marketing, human resources, executive, and other administrative activities. These costs include personnel-related expenses, legal and other professional services expenses and other allocated facility and office costs. Also included in selling, general and administrative expense is advertising and marketing costs to promote our services. We expect that our selling, general and administrative expense will increase in absolute dollars as our business grows. However, we expect that our selling, general and administrative expense will decrease as a percentage of our revenue as our revenue grows over the longer term.

Depreciation and Amortization

Depreciation and amortization expense consists of depreciation of fixed assets, and amortization of acquired intangible assets and internal-use software.

Other Income (Expense)

Other income (expense) consists primarily of interest income earned on our marketable securities and cash and cash equivalents. Other income (expense) also includes interest expense on our borrowings.

Provision for Income Taxes

Provision for income taxes consists of U.S. federal, state and foreign income taxes.

Results of Operations

The following table sets forth our Condensed Consolidated Statements of Operations data expressed as a percentage of total revenue for the periods presented:

	Three months ended March 31, 2023 Amount	% of Revenue	2022 Amount	% of Revenue
	(in thousands)			
Revenue:				
Marketplace and service revenue	$ 104,863	88 %	$ 88,347	86 %
Customer assurance revenue	14,763	12 %	14,718	14 %
Total revenue	119,626	100 %	103,065	100 %
Operating expenses:				
Marketplace and service cost of revenue (excluding depreciation & amortization) (1)	47,575	40 %	47,252	46 %
Customer assurance cost of revenue (excluding depreciation & amortization)	12,143	10 %	13,636	13 %
Operations and technology (1)	35,660	30 %	32,829	32 %
Selling, general, and administrative (1) (3)	41,797	35 %	36,052	35 %
Depreciation and amortization (2) (4)	3,285	3 %	2,385	2 %
Total operating expenses	140,460		132,154	
Income (loss) from operations	(20,834)		(29,089)	
Other income (expense):				
Interest income	3,296		44	
Interest expense	(315)		(210)	
Total other income (expense)	2,981		(166)	
Income (loss) before income taxes	(17,853)		(29,255)	
Provision for income taxes	347		240	
Net income (loss)	$ (18,200)		$ (29,495)	

(1) Includes stock-based compensation expense as follows:

	Three months ended March 31, 2023	2022
	(in thousands)	
Marketplace and service cost of revenue (excluding depreciation & amortization)	$ 203	$ 134
Operations and technology	2,399	1,687
Selling, general, and administrative	8,903	5,728
Stock-based compensation expense	$ 11,505	$ 7,549

(2) Includes acquired intangible asset amortization as follows:

	Three months ended March 31, 2023	2022
	(in thousands)	
Depreciation and amortization	$ 1,173	$ 1,228
Acquired intangible asset amortization	$ 1,173	$ 1,228

(3) Includes contingent losses (gains) as follows:

	Three months ended March 31, 2023	2022
	(in thousands)	
Selling, general, and administrative	$ -	$ 200
Contingent losses (gains)	$ -	$ 200

(4) Includes amortization of capitalized stock based compensation as follows:

	Three months ended March 31, 2023	2022
	(in thousands)	
Depreciation and amortization	$ 277	$ -
Amortization of capitalized stock based compensation	$ 277	$ -

Comparison of the three months ended March 31, 2023 and 2022

Revenue

Marketplace and Service Revenue

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Marketplace and service revenue	$ 104,863	$ 88,347	$ 16,516	19 %

The increase was primarily driven by an increase in auction marketplace revenue from our buyers and sellers, as well as increases in revenue earned from arranging for the transportation of vehicles to buyers and data and other service revenue. Revenue increases in the current quarter were primarily volume-driven. Additionally, we raised the buyer fees charged on our marketplace effective in October 2022 that further contributed to the increase in revenue year-over-year. For the three months ended March 31, 2023 compared to the three months ended March 31, 2022, auction marketplace revenue increased to $54.0 million from $44.0 million, other marketplace revenue increased to $42.7 million from $36.3 million, and data services revenue increased to $8.2 million from $8.0 million.

Customer Assurance Revenue

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Customer assurance revenue	$ 14,763	$ 14,718	$ 45	0 %

Customer assurance revenue was consistent year over year through the first quarter. For the three months ended March 31, 2023, Go Green assurance revenue decreased to $13.1 million from $13.6 million in the three months ended March 31, 2022 as a result of a lower fair value per guaranteed unit. Other assurance revenue increased to $1.7 million for the three months ended March 31, 2023 from $1.1 million for the three months ended March 31, 2022 as a result of increased unit volume of other price guarantees.

Operating Expenses

Marketplace and Service Cost of Revenue

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Marketplace and service cost of revenue (excluding depreciation & amortization)	$ 47,575	$ 47,252	$ 323	1 %
Percentage of revenue	40 %	46 %		

The increase consisted of higher costs related to generating auction marketplace revenue partially offset by lower costs attributed to other marketplace cost of revenue. Other marketplace cost of revenues decreased to $33.6 million for the three months ended March 31, 2023, compared to $35.2 million for the three months ended March 31, 2022 as we effectively manage costs. For the three months ended March 31, 2023 compared to three months ended March 31, 2022, total cost attributed to generating auction marketplace revenue increased to $8.3 million from $6.7 million and the total cost of generating data services revenue increased to $5.7 million from $5.4 million. The increase in auction marketplace cost of revenue is primarily due to increased units sold through our marketplace platform. Marketplace and services costs of revenues as a percentage of revenue decreased during the three months ended March 31, 2023 compared to the three months ended March 31, 2022 as we continued to grow revenue and scale our business.

Customer Assurance Cost of Revenue

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Customer assurance cost of revenue (excluding depreciation & amortization)	$ 12,143	$ 13,636	$ (1,493)	(11)%
Percentage of revenue	10 %	13 %		

The decrease primarily consisted of costs attributable to our Go Green assurance offerings and was primarily driven by a decrease in averaee cost incurred to settle guarantees as we effectively manage our assurance offerings. For the three months ended March 31, 2023, Go Green assurance cost of revenue decreased to $11.0 million from $12.5 million in three months ended March 31, 2022.

Operations and Technology Expenses

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Operations and technology	$ 35,660	$ 32,829	$ 2,831	9 %
Percentage of revenue	30 %	32 %		

The increase primarily consisted of an increase in personnel related costs and software and technology expenses. For the three months ended March 31, 2023 compared to March 31, 2022, personnel-related costs increased to $30.6 million from $28.6 million as a result of increased stock-based compensation and employee benefit expenses. Software and technology expenses increased to $3.7 million from $3.1 million as a result of continued investment in our technology and infrastructure. Operations and technology expense as a percentage of revenue decreased during the three months ended March 31, 2023 compared to the three months ended March 31, 2022 as we effectively manage costs while we continue to invest in future growth.

Selling, General, and Administrative Expenses

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Selling, general, and administrative	$ 41,797	$ 36,052	$ 5,745	16 %
Percentage of revenue	35 %	35 %		

The increase primarily consisted of increases in personnel-related costs, partially offset by a decrease in other expenses. For the three months ended March 31, 2023 compared to March 31, 2022, personnel related costs increased to $35.3 million from $28.4 million, as a result of increased stock-based compensation and employee benefit expenses. Other expenses decreased to $5.3 million from $6.5 million in the three months ended March 31, 2023 compared to March 31, 2022, driven primarily by a decrease in advertising and marketing costs. Selling, general, and administrative expenses as a percentage of revenue remained consistent during the three months ended March 31, 2023 compared to the three months ended March 31, 2022 as we continue to invest in our business to support future growth.

Depreciation and Amortization

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Depreciation and amortization	$ 3,285	$ 2,385	$ 900	38 %
Percentage of revenue	3 %	2 %		

The increase is primarily due to an increase of $0.8 million in amortization of internal-use software costs. The increase in depreciation and amortization as a percentage of revenue is due to the placing of internal-use software projects into service and the subsequent recognition of amortization expense.

Interest Income

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Interest income	$ 3,296	$ 44	$ 3,252	7391 %

The increase was primarily driven by marketable securities increasing to $208.7 million as of March 31, 2023 from $21.1 million as of March 31, 2022 as well as higher interest rates during the three months ended March 31, 2023 compared to three months ended March 31, 2022.

Interest Expense

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Interest expense	$ (315)	$ (210)	$ (105)	50 %

The increase was primarily driven by an increase in borrowings during the three months ended March 31, 2023 as compared to the three month ended March 31, 2022.

Provision for Income Taxes

	Three months ended March 31, 2023	2022	$ Change	% Change
	(in thousands)			
Provision for income taxes	$ 347	$ 240	$ 107	45 %

Our effective tax rate was approximately (2)% and (1)% for the three months ended March 31, 2023 and 2022, respectively. The principal differences between the federal statutory rate and the effective tax rate is related to foreign taxes and the non-recognition of tax benefits for certain entities in a loss position for which a full valuation allowance has been recorded.

Non-GAAP Financial Measures

Adjusted EBITDA

We report our financial results in accordance with GAAP. However, management believes that Adjusted EBITDA, a non-GAAP financial measure, provides investors with additional useful information in evaluating our performance.

Adjusted EBITDA is a financial measure that is not presented in accordance with GAAP. We believe that Adjusted EBITDA, when taken together with our financial results presented in accordance with GAAP, provides meaningful supplemental information regarding our operating performance and facilitates internal comparisons of our historical operating performance on a more consistent basis by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of Adjusted EBITDA is helpful to our investors as it is a measure used by management in assessing the health of our business and evaluating our operating performance, as well as for internal planning and forecasting purposes.

Adjusted EBITDA is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Some of these limitations include that: (i) it does not properly reflect capital commitments to be paid in the future; (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and Adjusted EBITDA does not reflect these capital expenditures; (iii) it does not consider the impact of stock-based compensation expense; (iv) it does not reflect other non-operating income and expenses, including interest income and expense; (v) it does not consider the impact of any contingent consideration liability valuation adjustments; and (vi) it does not reflect tax payments that may represent a reduction in cash available to us; and (vii) it does not reflect other one-time, non-recurring items of a material nature, when applicable, such as acquisition-related and restructuring expenses . In addition, our use of Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate Adjusted EBITDA in the same manner, limiting its usefulness as a comparative measure. Because of these limitations, when evaluating our performance, you should consider Adjusted EBITDA alongside other financial measures, including our net loss and other results stated in accordance with GAAP.

The following table presents a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure stated in accordance with GAAP, for the periods presented:

	Three months ended March 31,	
	2023	2022
	(in thousands)	
Net income (loss)	$ (18,200)	$ (29,495)
Depreciation and amortization	3,392	2,516
Stock-based compensation	11,505	7,924
Interest (income) expense	(2,981)	166
Provision for income taxes	347	240
Acquisition-related costs	206	-
Other (income) expense, net	96	691
Adjusted EBITDA	$ (5,635)	$ (17,958)

Non-GAAP Net income (loss)

We report our financial results in accordance with GAAP. However, management believes that Non-GAAP Net income (loss), a financial measure that is not presented in accordance with GAAP, provides investors with additional useful information to measure operating performance and current and future liquidity when taken together with our financial results presented in accordance with GAAP. By providing this information, we believe management and the users of the financial statements are better able to understand the financial results of what we consider to be our organic, continuing operations.

In the calculation of Non-GAAP Net income (loss), we exclude stock-based compensation expense because of varying available valuation methodologies, subjective assumptions and the variety of equity instruments that can impact our non-cash expense. We believe that providing non-GAAP financial measures that exclude stock-based compensation expense allows for more meaningful comparisons between our operating results from period to period.

We exclude amortization of acquired intangible assets from the calculation of Non-GAAP Net income (loss). We believe that excluding the impact of amortization of acquired intangible assets allows for more meaningful comparisons between operating results from period to period as the underlying intangible assets are valued at the time of acquisition and are amortized over several years after the acquisition.

We exclude contingent consideration liability valuation adjustments associated with the purchase consideration of transactions accounted for as business combinations. We also exclude certain other one-time, non-recurring items of a material nature, when applicable, such as acquisition-related and restructuring expenses, because we do not consider such amounts to be part of our ongoing operations nor are they comparable to prior periods nor predictive of future results.

Non-GAAP Net income (loss) is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Some of these limitations include that: (i) it does not consider the impact of stock-based compensation expense; (ii) although amortization is a non-cash charge, the underlying assets may need to be replaced and Non-GAAP Net income (loss) does not reflect these capital expenditures; (iii) it does not consider the impact of any contingent consideration liability valuation adjustments; and (iv) it does not consider the impact of other one-time charges, such as acquisition-related and restructuring expenses, which could be material to the results of our operations. In addition, our use of Non-GAAP Net income (loss) may not be comparable to similarly titled measures of other companies because they may not calculate Non-GAAP Net income (loss) in the same manner, limiting its usefulness as a comparative measure. Because of these limitations, when evaluating our performance, you should consider Non-GAAP Net income (loss) alongside other financial measures, including our net loss and other results stated in accordance with GAAP.

The following table presents a reconciliation of Non-GAAP Net income (loss) to net loss, the most directly comparable financial measure stated in accordance with GAAP, for the periods presented:

	Three months ended March 31,	
	2023	2022
	(in thousands)	
Net income (loss)	$ (18,200)	$ (29,495)
Stock-based compensation	11,505	7,924
Amortization of acquired intangible assets	1,173	1,228
Amortization of capitalized stock-based compensation	277	-
Acquisition-related costs	206	-
Contingent losses (gains)	-	200
Non-GAAP Net income (loss)	$ (5,039)	$ (20,143)

Liquidity and Capital Resources

We have financed operations since our inception primarily through our marketplace revenue and proceeds from sales of equity securities.

As of March 31, 2023, our principal sources of liquidity were cash and cash equivalents totaling $317.1 million, and investments in marketable securities totaling $208.7 million. We believe that our existing cash and cash equivalents and cash flow from operations will be sufficient to support working capital and capital expenditure requirements for at least the next 12 months and for the long-term. Our future capital requirements over the long-term will depend on many factors, including volume of sales with existing customers, expansion of sales and marketing activities to acquire new customers, timing and extent of spending to support development efforts and introduction of new and enhanced services. We may, in the future, enter into arrangements to acquire or invest in complementary businesses, products, and technologies. We may be required to seek additional equity or debt financing. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, results of operations and financial condition.

As of March 31, 2023, our principal commitments primarily consist of long-term debt and leases for office space. We have $1.0 million of lease obligations due within a year, and an additional $3.2 million of lease obligations due at various dates through 2032. Refer to Note 10 of our consolidated financial statements included in the Annual Report for more information.

In order to compete successfully and sustain operations at current levels over the next 12 months, we will be required to devote a significant amount of operating cash flow to our human capital in the form of salaries and wages. Additionally, we enter into purchase commitments for goods and services made in the ordinary course of business. These purchase commitments include goods and services received and recorded as liabilities as of March 31, 2023 as well as goods and services which have not yet been delivered or performed and have, therefore, not been reflected in our unaudited Condensed Consolidated Balance Sheets and unaudited Condensed Consolidated Statements of Operations. These commitments typically become due after the delivery and completion of such goods or services.

We settle transactions among buyers and sellers using the marketplace, and as a result the value of the vehicles passes through our balance sheet. Because our receivables typically have been, on average, settled faster than our payables, our cash position at each balance sheet date has been bolstered by marketplace float. Changes in working capital vary from quarter-to-quarter as a result of GMV and the timing of collections and disbursements of funds related to auctions held near period end.

Our Debt Arrangements

We entered into a revolving credit facility with Credit Suisse AG, New York Branch, or the 2019 Revolver, in December 2019. We entered into an amendment to the 2019 Revolver on June 25, 2021. In the first quarter of 2023 our 2019 revolver was assigned by Credit Suisse to Atlas SP Partners. The terms of the agreement did not change as part of the assignment. We also entered into a revolving credit facility with JP Morgan Chase Bank, N.A., or the 2021 Revolver, on August 24, 2021.

One of our wholly-owned indirect subsidiaries, ACV Capital Funding LLC, is the borrower under the 2019 Revolver, which provides for a revolving line of credit in the aggregate amount of up to $50.0 million, with borrowing availability subject to a borrowing base calculated as a percentage of ACV Capital Funding LLC's eligible receivables. The 2019 Revolver is secured by the borrowing base of eligible receivables. In addition, we entered into a separate indemnity agreement in connection with the 2019 Revolver under which we provided an unsecured guaranty of (a) 10% of the outstanding loans under the 2019 Revolver at the time of any event of default and (b) any losses, damages or other expenses incurred by the lenders under the 2019 Revolver, payable in the event of certain specified acts by ACV Capital Funding LLC. The interest rate on any outstanding borrowings is at LIBOR plus 3.75%, subject to a LIBOR floor of 1.00%, and interest payments are payable monthly. The 2019 Revolver has a maturity date of June 25, 2024. The 2019 Revolver also contains customary covenants that limit ACV Capital Funding LLC's ability to enter into indebtedness, make distributions and make investments, among other restrictions. The 2019 Revolver contains a liquidity covenant based on cash on hand, a tangible net worth covenant based on ACV Capital's consolidated net worth, a tangible net worth covenant based on our consolidated net worth, a leverage covenant based on our consolidated leverage and certain other financial covenants tied to ACV Capital's eligible receivables.

We are the borrower under the 2021 Revolver, which provides for a revolving line of credit in the aggregate principal amount of up to $160.0 million. The 2021 Revolver also includes a sub facility that provides for the issuance of letters of credit up to $20.0 million outstanding at any time. The 2021 Revolver is guaranteed by substantially all of our material domestic subsidiaries and is secured by substantially all of our and such subsidiaries' assets. The interest rate applicable to the 2021 Revolver is, at our option, either (a) LIBOR (or a replacement rate established in accordance with the terms of the credit agreement for the 2021 Revolver) (subject to a 0.00% LIBOR floor), plus a margin of 2.75% per annum or (b) the Alternate Base Rate plus a margin of 1.75% per annum. The Alternate Base Rate is the highest of (a) the Wall Street Journal prime rate, (b) the NYFRB rate plus 0.5% and (c)(i) 1.00% plus (ii) the adjusted LIBOR rate for a one-month interest period. The 2021 Revolver has a maturity date of August 24, 2026. The 2021 Revolver contains customary covenants that limit our ability to enter into indebtedness, make distributions and make investments, among other restrictions. The 2021 Revolver also contains financial covenants that require us to maintain a minimum liquidity level and achieve specified trailing four quarter revenue targets.

We were in compliance with all such applicable covenants as of March 31, 2023, and believe we are in compliance as of the date of this Quarterly Report on Form 10-Q. As of March 31, 2023, we had $0.5 million drawn under the 2019 Revolver, $95.0 million drawn under the 2021 Revolver, and there was an outstanding letter of credit issued under the 2021 Revolver in the amount of $1.6 million.

Cash Flows from Operating, Investing, and Financing Activities

The following table shows a summary of our cash flows for the periods presented:

	Three months ended March 31,	
	2023	2022
	(in thousands)	
Net cash provided by (used in) operating activities	$ 42,980	$ (31,456)
Net cash provided by (used in) investing activities	(23,866)	(50,434)
Net cash provided by (used in) financing activities	17,280	59,137
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	3	8
Net increase (decrease) in cash and equivalents	$ 36,397	$ (22,745)

Operating Activities

Our largest source of operating cash is cash collection from fees earned on our marketplace services. Our primary uses of cash from operating activities are for personnel expenses, marketing expenses and overhead expenses.

In the three months ended March 31, 2023, net cash provided by operating activities of $43.0 million was primarily related to our net cash inflow of $44.4 million due to changes in our operating assets and liabilities and by non-cash charges of $16.8 million, partially offset by our net loss of $18.2 million. Non-cash charges primarily consisted of stock-based compensation, depreciation and amortization of property and equipment and intangible assets, and bad debt expense. The change in operating assets and liabilities were the result of a $62.8 million increase in accounts payable and a $4.0 million increase in other current and non-current liabilities offset by a $21.5 million increase in accounts receivable.

In the three months ended March 31, 2022, net cash used in operating activities of $31.5 million was primarily related to our net loss of $29.5 million, adjusted for net cash outflow of $14.5 million due to changes in our operating assets and liabilities, and for non-cash charges of $12.5 million. Non-cash charges primarily consisted of stock-based compensation, depreciation and amortization of property and equipment and intangible assets, and bad debt expense. The change in operating assets and liabilities were the result of a $6.6 million increase in accounts receivable and a $5.4 million increase in other operating assets, a $7.5 million increase in accounts payable, which were offset by a $5.1 million increase in other current and non-current liabilities.

Investing Activities

In the three months ended March 31, 2023, net cash used in investing activities was $23.9 million and primarily related to $35.6 million in purchases of marketable securities, increase of $27.4 million in financing receivables, $4.9 million in capitalized software development costs to support continued technology innovation, and expenditures to purchase property and equipment to support field and site operations, partially offset by $44.4 million in sales, maturities, and redemptions of marketable securities.

In the three months ended March 31, 2022, net cash used in investing activities was $50.4 million and primarily related to increases in financing receivables, our acquisition of Monk SAS, purchases of marketable securities, capital expenditures to purchase property and equipment to support field and site operations, and capitalized software development costs to support continued technology innovation.

Financing Activities

In the three months ended March 31, 2023, net cash provided by financing activities was $17.3 million and was primarily the result of $20.0 million in net proceeds from borrowings on the 2021 Revolver, partially offset by $3.6 million for the payment of RSU tax withholdings in exchange for shares of common stock surrendered by RSU holders.

In the three months ended March 31, 2022, net cash provided by financing activities was $59.1 million and was primarily the result of proceeds from borrowings on the 2021 Revolver.

Acquisitions

In the first quarter of 2022, we completed an acquisition of all of the outstanding shares of Monk SAS for approximately $18.6 million. The total purchase price was paid in cash. The transaction was accounted for using the acquisition method and, accordingly, the results of the acquired business have been included in our results of operations from the acquisition date. In connection with the acquisition, we incurred approximately $0.5 million of transaction costs. The acquisition of Monk SAS enabled us to expand our position in the used vehicle industry and enhance our service offerings with dealers and commercial partners.

Seasonality

The volume of vehicles sold through our auctions generally fluctuates from quarter to quarter. This seasonality is caused by several factors, including holidays, weather, the seasonality of the retail market for used vehicles and the timing of federal tax returns, which affects the demand side of the auction industry. As a result, revenue and operating expenses related to volume will fluctuate accordingly on a quarterly basis. In the fourth quarter, we typically experience lower used vehicle auction volume as well as additional costs associated with the holidays. Seasonally depressed used vehicle auction volume typically continues during the winter months through the first quarter. Typical seasonality trends may not be observed in periods where other external factors more significantly impact the industry.

Critical Accounting Estimates

Our financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe are reasonable under the circumstances, however, our actual results could differ from these estimates.

There have been no material changes to our critical accounting estimates as compared to those disclosed in the Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates.

Interest Rate Risk

We had cash and cash equivalents of $317.1 million as of March 31, 2023, which consisted of interest-bearing investments with maturities of three months or less. Interest-earning instruments carry a degree of interest rate risk. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We had borrowings from banks of $95.5 million as of March 31, 2023. The interest rate paid on these borrowings is variable, indexed to LIBOR which will transition to the Secured Overnight Financing Rate on or about June 30, 2023. A hypothetical 10% change in interest rates would not result in a material impact on our condensed consolidated financial statements.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2023. Based on the evaluation of our disclosure controls and procedures as of March 31, 2023, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. The material set forth in Note 5 (pertaining to information regarding legal contingencies) of the Notes of the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference..

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in the Annual Report. Refer to the Annual Report for a complete discussion of our potential risks and uncertainties related to our business and on investment in our Class A common stock. The risks and uncertainties described in our Annual Report are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any risks not specified in our Annual Report materialize, our business, financial condition and results of operations could be materially and adversely affected. See also "Special Note Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q for additional information.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Recent Sales of Unregistered Equity Securities

On February 22, 2022, we issued 620,877 shares of Class A common stock in connection with an acquisition. The issuance was made pursuant to the exemption from the registration requirements of the Securities Act provided by Section 4(a)(2) of the Securities Act as a transaction by an issuer not involving a public offering.

(b) Use of Proceeds

Not applicable.

(c) Issuer Purchases of Equity Securities

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

Exhibit Number	Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.	8-K	001-40256	3.1	March 26, 2021	
3.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	001-40256	3.2	March 26, 2021	
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					

104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

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 thereunto duly authorized.

	ACV Auctions Inc.	
Date: May 10, 2023	By:	/s/ George Chamoun **George Chamoun** **Chief Executive Officer and Director**
Date: May 10, 2023	By:	/s/ William Zerella **William Zerella** **Chief Financial Officer**

Exhibit 31.1

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George Chamoun, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of ACV Auctions Inc. (the "registrant") for the fiscal quarter ended March 31, 2023;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)
Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)
Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2023	By:	/s/ George Chamoun **George Chamoun** **Chief Executive Officer and Director** **(Principal Executive Officer)**

Exhibit 31.2

CERTIFICATION BY THE CHIEF FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William Zerella, certify that:

1.I have reviewed this Quarterly Report on Form 10-Q of ACV Auctions Inc. (the "registrant") for the fiscal quarter ended March 31, 2023;

2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a)
Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b)
Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d)
Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5.
The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2023	By:	/s/ William Zerella
		William Zerella
		Chief Financial Officer
		(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ACV Auctions Inc. (the "Company") on Form 10-Q for the period ending March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 10, 2023	By:	/s/ George Chamoun
		George Chamoun
		Chief Executive Officer
		(Principal Executive Officer)

This certification accompanies the Quarterly Report, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of ACV Auctions Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report on Form 10-Q), irrespective of any general incorporation language contained in such filing.

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ACV Auctions Inc. (the “Company”) on Form 10-Q for the period ending March 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: May 10, 2023	By:	/s/ William Zerella **William Zerella** **Chief Financial Officer** **(Principal Financial Officer)**

This certification accompanies the Quarterly Report, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of ACV Auctions Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report on Form 10-Q), irrespective of any general incorporation language contained in such filing.