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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 07, 2023

ACV Auctions Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40256
(Commission File Number)

47-2415221
(IRS Employer
Identification No.)

640 ELLICOTT STREET #321
Buffalo, New York
(Address of Principal Executive Offices)

14203
(Zip Code)

Registrant's Telephone Number, Including Area Code: (800) 553-4070

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 7, 2023, ACV Auctions, Inc. (the "Company") issued a press release announcing its financial results for the quarter ended June 30, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 2.02, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filings, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated August 7, 2023
104	Cover page Interactive Data File (embedded within Inline XBRL document)

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: August 7, 2023

By:

/s/ William Zerella
William Zerella
Chief Financial Officer



ACV Announces Second Quarter 2023 Results
Delivers Record Revenue with Adjusted EBITDA Ahead of Guidance
Raises 2023 Guidance

- *Second quarter revenue of \$124 million, up 8% year over year*
- *Second quarter GAAP net income (loss) of (\$16) million*
- *Second quarter Adjusted EBITDA of (\$4) million*
- *Updating 2023 guidance:*
 - *Revenue of \$474 million to \$482 million, representing growth of 12% to 14% YoY*
 - *GAAP net income (loss) of (\$79) to (\$83) million*
 - *Adjusted EBITDA of (\$23) million to (\$27) million*

BUFFALO, August 7, 2023 — ACV (Nasdaq: ACVA), a leading digital automotive marketplace and data services partner for dealers and commercial clients, today reported results for its second quarter ended June 30, 2023.

“We are very pleased with our strong second quarter results, with revenue once again above our guidance range and, along with year-over-year margin expansion, resulted in Adjusted EBITDA also exceeding our guidance range,” said George Chamoun, CEO of ACV.

“While overall market conditions remain constrained relative to historical levels, new-vehicle production and retail sales are recovering. And, along with ACV’s share gains we delivered another record revenue quarter. Our dealer partnership network and competitive moat continued to expand, together with strong adoption of our broad suite of solutions. We achieved this while expanding margins and carefully managing our cost structure,” continued Chamoun.

“We have again raised full-year guidance reflecting our strong second quarter performance. We believe ACV remains well positioned to deliver sustainable growth as end-markets further recover, while also continuing to scale our business model,” concluded Chamoun.

Second Quarter 2023 Highlights

- Revenue of \$124 million, an increase of 8% year over year
- Marketplace and Service revenue of \$109 million, an increase of 12% year over year
- Marketplace GMV of \$2.5 billion, a decrease of 10% year over year
- Marketplace Units of 153,148, an increase of 3% year over year
- Adjusted EBITDA of (\$4) million, compared to Adjusted EBITDA of (\$14) million in the second quarter of 2022



Third Quarter and Full-Year 2023 Guidance

Based on information as of today, ACV is providing the following guidance:

- Third quarter of 2023:
 - Total revenue of \$115 to \$119 million, an increase of 9% to 13% year over year
 - GAAP net income (loss) of (\$23) to (\$25) million
 - Non-GAAP net income (loss) of (\$7) to (\$9) million
 - Adjusted EBITDA of (\$8) to (\$10) million
- Full-Year 2023:
 - Total revenue of \$474 to \$482 million, an increase of 12% to 14% year over year
 - GAAP net income (loss) of (\$79) to (\$83) million
 - Non-GAAP net income (loss) of (\$19) to (\$23) million
 - Adjusted EBITDA of (\$23) to (\$27) million

Our financial guidance includes the following assumptions:

- We believe that vehicle supply remains lower than historical levels, but will begin to improve as new vehicle production and inventory continue to recover.
- We are expecting conversion rates to follow normal seasonal patterns and wholesale price depreciation to continue.
- Third quarter non-GAAP net income (loss) guidance excludes approximately \$15 million of stock-based compensation expense and approximately \$1 million of intangible amortization.
- Full-year non-GAAP net income (loss) guidance excludes approximately \$53 million of stock-based compensation expense and \$6 million of intangible amortization.

ACV's Second Quarter Results Conference Call

ACV will host a conference call and live webcast today, August 7, 2023, at 5:00 p.m. ET to discuss financial results. To access the live conference call, please pre-register using this link. Registrants will receive confirmation with dial-in details. A live webcast of the call can be accessed here. Participants are encouraged to join the webcast unless asking a question. An archived webcast of the conference call will be available on the investor relations page of the Company's website at <https://investors.acvauto.com>.

About ACV Auctions

ACV provides a vibrant digital marketplace for wholesale vehicle transactions and data services that offers transparent and accurate vehicle information to customers. On a mission to build and enable the most trusted and efficient digital marketplaces for buying and selling used vehicles, ACV's platform leverages data insights and technology to power its digital marketplace and data services, enabling



dealers and commercial partners to buy, sell and value vehicles with confidence and efficiency. ACV's network of brands includes ACV Auctions, ACV Transportation and ACV Capital within its Marketplace Products, as well as True360, ACV Data Services and MAX Digital.

Information About Non-GAAP Financial Measures

ACV provides supplemental non-GAAP financial measures to its financial results. We use these non-GAAP financial measures, and we believe that they assist our investors to make period-to-period comparisons of our operating performance because they provide a view of our operating results without items that are not, in our view, indicative of our operating results. These non-GAAP financial measures should not be construed as an alternative to GAAP results as the items excluded from the non-GAAP financial measures often have a material impact on our operating results, certain of those items are recurring, and others often recur. Management uses, and investors should consider, our non-GAAP financial measures only in conjunction with our GAAP results.

Non-GAAP Financial Measures

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, determining incentive compensation and evaluating our operating performance, as well as for internal planning and forecasting purposes.

We define Adjusted EBITDA as net loss, adjusted to exclude: depreciation and amortization; stock-based compensation expense; interest (income) expense; provision for income taxes; other (income) expense, net; and other one-time non-recurring items of a material nature, when applicable, such as acquisition-related and restructuring expenses.

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 the limitations include that (1) it does not properly reflect capital commitments to be paid in the future; (2) 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; (3) it does not consider the impact of stock-based compensation expense, (4) it does not reflect other non-operating income or expenses, including interest income and expense, (5) it does not consider the impact of any contingent consideration liability valuation adjustments, (6) it does not reflect tax payments that may represent a reduction in cash available to us, and (7) 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.



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.

We define non-GAAP net income (loss) as net income (loss), adjusted to exclude: stock-based compensation expense, amortization of acquired intangible assets, and other one-time, non-recurring items of a material nature, when applicable, such as acquisition-related and restructuring expenses.

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 period 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: (1) it does not consider the impact of stock-based compensation expense; (2) 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; (3) it does not consider the impact of any contingent consideration liability valuation adjustments; and (4) 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.

Information About Operating and Financial Metrics



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

Operating and Financial Metrics

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.

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 excludes vehicles that were inspected by ACV, but not sold on our digital marketplace. Marketplace Units have increased over time as we have expanded our territory coverage, added new dealer partners and increased our share of wholesale transactions from existing customers.

Forward-Looking Statements

This presentation 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, including statements concerning our financial guidance for the second quarter of 2023 and the full year of 2023. 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. You should not rely on forward-looking statements as predictions of future events.

The forward-looking statements contained in this presentation are based on ACV’s current assumptions, expectations and beliefs and are subject to substantial risks, uncertainties and changes in circumstances that may cause ACV’s actual results, performance or achievements to differ materially from those expressed or implied in any forward-looking statement. These risks and uncertainties include, but are not limited to: (1) our history of operating losses; (2) our limited operating history; (3) our ability to effectively manage our growth; (4) our ability to grow the number of participants on our platform; (5) general market, political, economic, and business conditions; (6) our ability to acquire new customers and successfully retain existing customers; (7) our ability to effectively develop and expand our sales and marketing capabilities; (8) breaches in our security measures, unauthorized



access to our platform, our data, or our customers' or other users' personal data; (9) risk of interruptions or performance problems associated with our products and platform capabilities; (10) our ability to adapt and respond to rapidly changing technology or customer needs; (11) our ability to compete effectively with existing competitors and new market entrants; (12) 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; (13) the impact that economic conditions could have on our or our customers' businesses, financial condition and results of operations; and (14) the impact of such economic conditions in the wholesale dealer market included in our guidance for the third quarter of 2023 and full year 2023, and the related impact on the performance of our marketplace and our operating expenses, stock-based compensation expense and intangible amortization. These and other risks and uncertainties are more fully described in our filings with the Securities and Exchange Commission ("SEC"), including in the section entitled "Risk Factors" in our Form 10-K for the year ended December 31, 2022, filed with the SEC on March 1, 2023 and quarterly reports on Form 10-Q. Additional information will be made available in other filings and reports that we may file from time to time with the SEC. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we cannot guarantee future results, levels of activity, performance, achievements, or events and circumstances reflected in the forward-looking statements will occur. The forward-looking statements made in this presentation relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation or to reflect new information or the occurrence of unanticipated events, except as required by law.

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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Revenue:				
Marketplace and service revenue	\$ 109,360	\$ 97,752	\$ 214,223	\$ 186,099
Customer assurance revenue	14,857	17,320	29,620	32,038
Total revenue	124,217	115,072	243,843	218,137
Operating expenses:				
Marketplace and service cost of revenue (excluding depreciation & amortization)	50,229	49,893	97,804	97,145
Customer assurance cost of revenue (excluding depreciation & amortization)	13,474	14,575	25,617	28,211
Operations and technology	35,303	36,720	71,048	69,549
Selling, general, and administrative	41,180	36,144	82,892	72,196
Depreciation and amortization	3,821	2,479	7,106	4,864
Total operating expenses	144,007	139,811	284,467	271,965
Loss from operations	(19,790)	(24,739)	(40,624)	(53,828)
Other income (expense):				
Interest income	4,720	638	8,016	682
Interest expense	(451)	(238)	(766)	(448)
Total other income (expense)	4,269	400	7,250	234
Loss before income taxes	(15,521)	(24,339)	(33,374)	(53,594)
Provision for income taxes	61	176	408	416
Net loss	\$ (15,582)	\$ (24,515)	\$ (33,782)	\$ (54,010)
Weighted-average shares - basic and diluted	159,463,851	156,703,734	159,090,377	156,484,903
Net loss per share - basic and diluted	\$ (0.10)	\$ (0.16)	\$ (0.21)	\$ (0.35)



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

	June 30, 2023	December 31, 2022
Assets		
Current Assets :		
Cash and cash equivalents	\$ 271,947	\$ 280,752
Marketable securities	228,381	215,926
Trade receivables (net of allowance of \$3,629 and \$4,860)	144,036	168,732
Finance receivables (net of allowance of \$3,048 and \$2,275)	97,784	78,047
Other current assets	9,509	11,317
Total current assets	751,657	754,774
Property and equipment (net of accumulated depreciation of \$5,538 and \$6,986)	5,518	5,710
Goodwill	96,847	91,755
Acquired intangible assets (net of amortization of \$14,486 and \$11,990)	22,846	19,291
Capitalized software (net of amortization of \$9,967 and \$6,930)	48,465	36,992
Other assets	11,084	6,400
Total assets	936,417	914,922
Liabilities and Stockholders' Equity		
Current Liabilities :		
Accounts payable	319,766	323,661
Accrued payroll	11,356	10,052
Accrued other liabilities	13,393	14,504
Total current liabilities	344,515	348,217
Long-term debt	105,000	75,500
Other long-term liabilities	10,733	5,481
Total liabilities	\$ 460,248	\$ 429,198
Commitments and Contingencies		
Stockholders' Equity :		
Preferred Stock; \$0.001 par value; 20,000,000 shares authorized; 0 and 0 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	-	-
Common Stock - Class A; \$0.001 par value; 2,000,000,000 shares authorized; 134,717,291 and 121,214,275 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	135	121
Common Stock - Class B; \$0.001 par value; 160,000,000 shares authorized; 25,610,643 and 37,241,952 shares issued and outstanding at June 30, 2023 and December 31, 2022, respectively	26	37
Additional paid-in capital	860,628	836,695
Accumulated deficit	(381,136)	(347,354)
Accumulated other comprehensive loss	(3,484)	(3,775)
Total stockholders' equity	476,169	485,724
Total liabilities and stockholders' equity	\$ 936,417	\$ 914,922



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

	Six months ended June 30,	
	2023	2022
Cash Flows from Operating Activities		
Net income (loss)	\$ (33,782)	\$ (54,010)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,320	5,101
Stock-based compensation expense, net of amounts capitalized	23,407	16,293
Provision for bad debt	5,807	4,100
Other non-cash, net	(575)	406
Changes in operating assets and liabilities, net of effects from purchases of businesses:		
Trade receivables	27,102	(6,154)
Other operating assets	1,622	(343)
Accounts payable	(9,075)	(39,475)
Other operating liabilities	1,530	1,530
Net cash provided by (used in) operating activities	23,356	(72,552)
Cash Flows from Investing Activities		
Net increase in finance receivables	(22,265)	(33,892)
Purchases of property and equipment	(880)	(1,809)
Capitalization of software costs	(12,826)	(8,689)
Purchases of marketable securities	(88,058)	(197,312)
Maturities and redemptions of marketable securities	74,490	2,000
Sales of marketable securities	2,402	-
Acquisition of businesses (net of cash acquired)	(12,000)	(18,913)
Net cash provided by (used in) investing activities	(59,137)	(258,615)
Cash Flows from Financing Activities		
Proceeds from long term debt	200,000	130,000
Payments towards long term debt	(170,500)	(60,000)
Proceeds from exercise of stock options	2,774	759
Payment of RSU tax withholdings in exchange for common shares surrendered by RSU holders	(6,635)	(2,556)
Proceeds from employee stock purchase plan	1,330	930
Net cash provided by (used in) financing activities	26,969	69,133
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	7	(18)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(8,805)	(262,052)
<i>Cash, cash equivalents, and restricted cash, beginning of period</i>	280,752	565,994
<i>Cash, cash equivalents, and restricted cash, end of period</i>	<u>\$ 271,947</u>	<u>\$ 303,942</u>



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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Net income (loss)	\$ (15,582)	\$ (24,515)	\$ (33,782)	\$ (54,010)
Stock-based compensation	11,902	8,369	23,407	16,293
Amortization of acquired intangible assets	1,268	1,300	2,440	2,529
Amortization of capitalized stock based compensation	248	164	525	164
Acquisition-related costs	317	-	523	-
Contingent losses (gains)	-	-	-	200
Non-GAAP Net income (loss)	<u>\$ (1,847)</u>	<u>\$ (14,682)</u>	<u>\$ (6,887)</u>	<u>\$ (34,824)</u>

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 June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Adjusted EBITDA Reconciliation				
Net loss	\$ (15,582)	\$ (24,515)	\$ (33,782)	\$ (54,010)
Depreciation and amortization	3,928	2,585	7,320	5,101
Stock-based compensation	11,902	8,369	23,407	16,293
Interest (income) expense	(4,269)	(400)	(7,250)	(234)
Provision for income taxes	61	176	408	416
Acquisition-related costs	317	-	523	-
Other (income) expense, net	121	(292)	218	399
Adjusted EBITDA	<u>\$ (3,522)</u>	<u>\$ (14,077)</u>	<u>\$ (9,156)</u>	<u>\$ (32,035)</u>

