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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>GOODMAN ROBERT P</u>  (Last) (First) (Middle)  <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT STREET, #321</u>  (Street) <u>BUFFALO NY 14203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACV Auctions Inc. [ ACVA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/27/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/27/2024		C <sup>(1)</sup>		0 <sup>(1)</sup>	D	\$0.00 <sup>(2)</sup>	0	I	See footnote <sup>(1)(2)</sup>
Class A Common Stock	08/27/2024		S <sup>(1)</sup>		0 <sup>(3)</sup>	D	\$0.00 <sup>(3)</sup>	0	I	See footnote <sup>(3)(7)</sup>
Class A Common Stock	08/28/2024		S <sup>(4)</sup>		0 <sup>(4)</sup>	D	\$0.00 <sup>(4)</sup>	0	I	See footnote <sup>(4)(7)</sup>
Class A Common Stock	08/29/2024		S <sup>(5)</sup>		0 <sup>(5)</sup>	D	\$0.00 <sup>(5)</sup>	0	I	See footnote <sup>(5)(7)</sup>
Class A Common Stock								9,239 <sup>(6)</sup>	D	
Class A Common Stock								375,219	D	
Class A Common Stock								7,392	I	See footnote <sup>(8)</sup>
Class A Common Stock								13,063	I	See footnote <sup>(9)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(1)	08/27/2024		C			0 <sup>(2)</sup>	(1)	(1)	Class B Common Stock	0 <sup>(2)</sup>	\$0.00 <sup>(1)</sup>	0 <sup>(7)(10)</sup>	I	See footnote <sup>(7)</sup>

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible without payment or consideration into one share of Class A Common Stock at the option of the holder and has no expiration date.
- Represents 124,406 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX L.P. ("BVP IX"), 99,669 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst"), and 2,061 shares converted from Class B Common Stock to Class A Common Stock by 15 Angels III LLC. ("15 Angels" and together with BVP IX and BVP IX Inst, the "BVP IX Funds")
- On August 27, 2024, BVP IX, BVP IX Inst, and 15 Angels sold 103,268, 82,743, and 823 shares of Class A Common Stock of ACV Auctions, Inc., respectively, at a weighted average price of \$18.64. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$19.03. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- On August 28, 2024, BVP IX, BVP IX Inst, and 15 Angels sold 14,556, 11,661, and 241 shares of Class A Common Stock of ACV Auctions, Inc., respectively, at a weighted average price of \$18.50. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.52. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- On August 29, 2024, BVP IX, BVP IX Inst, and 15 Angels sold 6,582, 5,274 and 109 shares of Class A Common Stock of ACV Auctions, Inc., respectively, at a weighted average price of \$18.51. These shares were sold in multiple transactions at prices ranging from \$18.50 to \$18.62. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

6. The shares reported in this transaction represent Refresher Grant Restricted Stock Units ("RSUs"), each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs will vest on the first anniversary of the Refresher Grant Date, provided that, the RSUs shall become fully vested as of the day immediately preceding the next Annual Meeting, if sooner. Vesting of the RSUs is subject in all cases to the Eligible Director's Continuous Service (as defined in the Plan) through each such applicable vesting date.

7. The Reporting Person is a director of Deer IX & Co. Ltd. ("Deer IX Ltd.") which is the general partner of Deer IX & Co. L.P. ("Deer IX LP"), which is the general partner of the BVP IX Funds. The Reporting Person disclaims beneficial ownership of the securities held by BVP IX Funds, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer IX Ltd. and Deer IX LP and his indirect interest in the BVP IX Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

8. The shares reported are held by NB Group, LLC ("NB Group"). NB Group is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.

9. The shares reported are held by Katama Point LLC ("Katama"). Katama is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.

10. As of the date hereof, BVP IX, BVP IX Inst, and 15 Angels hold 2,195,200, 1,758,687 and 36,370 shares of Class B Stock, respectively.

/s/ Robert P. Goodman

08/29/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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