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

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
Amendment No. 2**

ACV AUCTIONS INC.

(Name of Subject Company (Issuer))

APPLE MERGER SUB, INC.

(Offeror)

A Wholly Owned Subsidiary of

COPART, INC.

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

00091G104

(CUSIP Number of Class of Securities)

A. Jayson Adair
Chief Executive Officer
Copart, Inc.

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(972) 391-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

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☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ Third-party offer subject to Rule 14d-1.
☐ Issuer tender offer subject to Rule 13e-4.
☐ Going-private transaction subject to Rule 13e-3.
☐ Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
☐ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 2 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 17, 2026 (together with any amendments and supplements thereto, the “**Schedule TO**”) by Apple Merger Sub, Inc., a Delaware corporation (“**Purchaser**”) and a wholly owned subsidiary of Copart, Inc., a Delaware corporation (“**Parent**”). The Schedule TO relates to the offer by Purchaser to acquire all of the outstanding shares of common stock, par value \$0.001 per share (the “**Shares**”), of ACV Auctions Inc., a Delaware corporation (“**ACV**”), for \$10.50 per Share, net to the seller in cash, without interest, subject to any applicable withholding taxes, upon the terms and conditions set forth in the Offer to Purchase, dated September 17, 2026 (as it may be amended or supplemented from time to time, the “**Offer to Purchase**”), and the related Letter of Transmittal (as it may be amended or supplemented from time to time, the “**Letter of Transmittal**”) and, together with the Offer to Purchase, the “**Offer**”), copies of which are attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

All information contained in the Offer to Purchase (including Schedule I to the Offer to Purchase) and the accompanying Letter of Transmittal is expressly incorporated by reference in response to Items 1 through 9 and Item 11 of the Schedule TO and is supplemented by the information specifically provided in this Amendment. This Amendment should be read together with the Schedule TO. Capitalized terms used but not otherwise defined in this Amendment have the meanings given to such terms in the Offer to Purchase.

Items 1 through 9 and Item 11.

The Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, to the extent that such Items incorporate by reference the information contained in the Offer to Purchase, are amended and supplemented as follows:

1. All references to “one minute following 11:59 p.m., Eastern Time, on September 30, 2026” set forth in the Offer to Purchase (Exhibit (a)(1)(i)), Letter of Transmittal (Exhibit (a)(1)(ii)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(iii)), Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(iv)), and Notice of Guaranteed Delivery (Exhibit (a)(1)(v)) are amended and replaced with “5:00 p.m., Eastern Time, on October 7, 2026.”
2. The following is added as a new second paragraph on the cover page:

The Offer and related withdrawal rights were originally scheduled to expire at one minute following 11:59 p.m., Eastern Time, on September 30, 2026 (such date and time, the “**Original Expiration Date**”). In accordance with the terms of the Merger Agreement, the Expiration Date of the Offer has been extended until 5:00 p.m., Eastern Time, on October 7, 2026. Computershare Trust Company, N.A., the depository and paying agent for the Offer, has advised Purchaser that, as of the Original Expiration Date, approximately 81,269,394 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 47.78% of the then issued and outstanding Shares.
3. The following is added as a new second paragraph of the section titled “Summary Term Sheet”:

The Offer and related withdrawal rights were originally scheduled to expire at one minute following 11:59 p.m., Eastern Time, on September 30, 2026 (such date and time, the “**Original Expiration Date**”). In accordance with the terms of the Merger Agreement, the Expiration Date of the Offer has been extended until 5:00 p.m., Eastern Time, on October 7, 2026. The Depository has advised Purchaser that, as of the Original Expiration Date, approximately 81,269,394 Shares had been validly tendered and not validly withdrawn pursuant to the Offer, representing approximately 47.78% of the then issued and outstanding Shares.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(5)(vi)*	Press release issued by Copart, Inc., dated October 1, 2026.

* Filed herewith

SIGNATURES

After due inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: October 1, 2026

APPLE MERGER SUB, INC.

By: /s/ Leah C. Stearns

Name: Leah C. Stearns

Title: Chief Financial Officer

COPART, INC.

By: /s/ Leah C. Stearns

Name: Leah C. Stearns

Title: Chief Financial Officer

Copart Announces Extension of Tender Offer to Acquire ACV

DALLAS – October 1, 2026 – Copart, Inc. (Nasdaq: CPRT) (“Copart”) today announced that its wholly owned subsidiary Apple Merger Sub, Inc. (“Purchaser”), has extended the expiration date of its all-cash tender offer to purchase all of the issued and outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of ACV Auctions Inc. (NYSE: ACVA) (“ACV”), at a price of \$10.50 per Share, net to the seller in cash, without interest, subject to any applicable withholding taxes.

The tender offer, which was previously scheduled to expire at one minute following 11:59 p.m., Eastern Time, on September 30, 2026, has been extended to 5:00 p.m., Eastern Time, on October 7, 2026.

On September 29, 2026, Copart disclosed that it had withdrawn and refiled its Premerger Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”), in order to provide the Antitrust Division of the Department of Justice and the Federal Trade Commission with additional time to complete their review of the transaction. Copart refiled its Premerger Notification and Report Form on September 28, 2026. The waiting period under the HSR Act expires at 11:59 p.m., Eastern Time, on October 13, 2026, but this period may be terminated earlier if the agencies exercise their discretion to grant early termination.

The tender offer is being made pursuant to an Agreement and Plan of Merger, dated as of September 10, 2026, by and among ACV, Copart and Purchaser (the “Merger Agreement”). Consummation of the offer remains subject to certain conditions, including, among others, (a) the Minimum Condition (as defined below) and (b) the expiration or termination of the waiting period (and any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The “Minimum Condition” means that there will have been validly tendered (and not validly withdrawn) in the Offer a number of Shares that, together with the Shares then owned by Purchaser and its affiliates (as such term is defined in Section 251(h)(6) of the General Corporation Law of the State of Delaware (“DGCL”)), represents at least one Share more than 50% of the total number of Shares outstanding at the time of expiration of the Offer, excluding for these purposes Shares tendered in the Offer that have not yet been “received” by the “depository” (as such terms are defined in Section 251(h)(6) of the DGCL).

Computershare Trust Company, N.A., the depository for the tender offer, has advised Purchaser that, as of 11:59 p.m., Eastern Time, on September 30, 2026, approximately 81,269,394 Shares have been validly tendered and not properly withdrawn pursuant to the tender offer, representing approximately 47.78% of the outstanding Shares. Stockholders who have already tendered their shares do not need to retender such shares or take any other action as a result of the extension of the tender offer.

The documentation relating to the Offer (including the Offer to Purchase, the Letter of Transmittal and Schedule 14D-9) can be accessed at the following link: <https://www.shareholdermaterials.com/acva2026/>. The Offer to Purchase, the related Letter of Transmittal and the Schedule 14D-9 (which contains the recommendation of the ACV Board and the reasons therefor) contain important information. ACV’s stockholders should carefully read all documents in their entirety before any decision is made with respect to the Offer.

Innisfree M&A Incorporated is acting as the information agent for the tender offer. Requests for documents and questions regarding the tender offer may be directed to Innisfree by telephone toll free at (877) 800-5198 for shareholders, or collect at (212) 750-5833 for banks and brokers.

About Copart

Copart, Inc., founded in 1982, is a global leader in online vehicle auctions. Copart's innovative technology and online auction platforms connect vehicle consignors to approximately 1 million members in over 185 countries. Copart offers a comprehensive suite of vehicle remarketing services to insurance companies, financial institutions, dealers, rental car companies, charities, fleet operators, and individuals, and offers vehicles via auction to dealers, dismantlers, rebuilders, exporters, and the general public. With operations at over 250 locations in 11 countries, Copart sold more than 4 million units in the last year. For more information, visit Copart.com.

Copart Investors:

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investor.relations@copart.com

Copart Media:

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copart@fgsglobal.com

Additional Information and Where to Find It

This document is for informational purposes only and is neither a recommendation nor an offer to purchase nor a solicitation of an offer to sell any securities of ACV or any other entity, nor is it a substitute for any tender offer materials that Copart, Purchaser or ACV have filed with the SEC. Copart and Purchaser have filed a Tender Offer Statement on Schedule TO with the SEC with respect to the Offer, and ACV has filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the Offer. The Offer is being made solely pursuant to the Offer to Purchase, and the exhibits filed with respect thereto (including the Letter of Transmittal), which contain the full terms and conditions of the Offer. SECURITYHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 REGARDING THE OFFER, AS THEY MAY BE AMENDED FROM TIME TO TIME, WHEN THEY BECOME AVAILABLE CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITYHOLDERS SHOULD READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. The Tender Offer Statement on Schedule TO, the Solicitation/Recommendation Statement on Schedule 14D-9 and other related documents are available for free at the SEC's website at <https://www.sec.gov/> and under the "Financial Resources—All SEC filings" section of Copart's investor relations website at <https://www.copart.com/content/us/en/investor-relations>. The Solicitation/Recommendation Statement on Schedule 14D-9 and other related documents that ACV has filed with or furnished to the SEC are available for free at the SEC's website at <https://www.sec.gov/> and under the "SEC Filings" section of ACV's investor relations website at <https://investors.acvauto.com>.

In addition to the Offer to Purchase, the related Letter of Transmittal and certain other documents relating to the Offer, as well as the Solicitation/Recommendation Statement on Schedule 14D-9, ACV and Copart file or furnish, as applicable, annual, quarterly and current reports and other information with the SEC. ACV's and Copart's filings with the SEC are available to the public from commercial document-retrieval services and at the SEC's website at www.sec.gov.

Forward Looking Statements

The contents of this press release include statements that are, or may be deemed to be, "forward-looking statements." These forward-looking statements generally can be identified by the use of forward-looking words, such as "aim", "anticipate", "aspire", "believe", "can", "continue", "could", "estimate", "expect", "entail", "forecast", "future", "goals", "hope", "intend", "is designed to", "likely", "may", "might", "objective", "plan", "possible", "potential", "pursue", "project", "predict", "seek", "should", "strategy", "target", "will" and other words and terms of similar meaning and expression, including in connection with any discussion of future operating or financial performance. By their nature, forward-looking statements involve risks and uncertainties and readers are cautioned that any such forward-looking statements are not guarantees of future performance. Forward-looking statements include, without limitation, statements regarding the tender offer, the merger and other related matters; prospective performance and opportunities; post-closing operations and the outlook for the businesses of ACV and Copart, including, without limitation, the anticipated benefits, cost and revenue synergies and other opportunities of the transaction, the expected impact of the transaction on Copart's revenue growth, the combined company's growth profile and strategy, the expected impact to Copart's earnings per share ("EPS"), and the ability of Copart to integrate ACV and to advance its business, products, technology and platform; and any assumptions underlying any of the foregoing. Copart's and ACV's actual results may differ materially from those predicted by the forward-looking statements as a result of various important factors, including but not limited to, uncertainties as to the timing of the tender offer and the merger; the risk that the tender offer or the merger may not be completed in a timely manner or at all; uncertainties as to the percentage of ACV's stockholders tendering their shares in the tender offer; the possibility that competing offers or acquisition proposals for ACV will be made; the possibility that any or all of the various conditions to the consummation of the tender offer or the merger may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities (or any conditions, limitations or restrictions placed on such approvals), including the risk that the anticipated cost and revenue synergies and other benefits of the transaction are not realized when expected or at all; risks related to the integration of ACV's business, operations, technology and personnel; the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement, including in circumstances that would require ACV to pay a termination fee or other expenses; the effect of the announcement or pendency of the transactions contemplated by the merger agreement on Copart's business; the effect of the announcement or pendency of the transactions contemplated by the merger agreement on ACV's business, its ability to retain and hire key personnel, its ability to maintain relationships with its suppliers and others with whom it does business, or its operating results and business generally; risks related to diverting management's attention from Copart's and ACV's ongoing business operations; the risk that stockholder litigation in connection with the transactions contemplated by the merger agreement may result in significant costs of defense, indemnification and liability.

A further list and description of these and other risks, uncertainties, and factors that could cause actual results to differ materially from those referred to in the forward-looking statements can be found in Copart's SEC filings and reports, including in Copart's most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC, as well as in ACV's most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC. Given these risks and uncertainties, the reader is advised not to place undue reliance on such forward-looking statements. These forward-looking statements speak only as of the date of publication of this press release. Copart undertakes no obligation to publicly update or revise the information in this press release, including any forward-looking statements, except as may be required by law.