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

SCHEDULE 14D-9

SOLICITATION/RECOMMENDATION STATEMENT
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

ACV Auctions Inc.
(Name of Subject Company)

ACV Auctions Inc.
(Name of Person Filing Statement)

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

00091G104
(CUSIP Number of Class of Securities)

Leanne Fitzgerald
Chief Legal and Administrative Officer
ACV Auctions Inc.
640 Ellicott St #321
Buffalo, NY 14203
(800) 553-4070

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

With copies to:

Nicole Brookshire
Paul S. Scrivano
Michael Davis
Davis Polk & Wardwell LLP
450 Lexington Ave.
New York, NY 10017
(212) 450-4000

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

This Amendment No. 2 to Schedule 14D-9 (this “**Amendment No. 2**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 previously filed by ACV Auctions Inc., a Delaware corporation (the “**Company**”), with the U.S. Securities and Exchange Commission (the “**SEC**”) on September 17, 2026 (as amended or supplemented from time to time, the “**Schedule 14D-9**”), with respect to the offer by Apple Merger Sub, Inc., a Delaware corporation (“**Merger Sub**”) and wholly owned subsidiary of Copart, Inc., a Delaware corporation (“**Parent**”), to purchase all outstanding shares of common stock, par value \$0.001 per share (“**Shares**”), of the Company, at a price per Share of \$10.50 per Share, net to the seller in cash, without interest, subject to any withholding tax (the “**Offer Price**”), upon the terms and subject to the conditions described in the Offer to Purchase, dated as of September 17, 2026 (together with any amendments or supplements thereto, the “**Offer to Purchase**”), and in the related Letter of Transmittal (together with any amendments or supplements thereto and with the Offer to Purchase, the “**Offer**”).

The Offer is described in a Tender Offer Statement filed under cover of Schedule TO with the SEC on September 17, 2026, by Parent and Merger Sub (as amended or supplemented from time to time).

Capitalized terms used in this Amendment No. 2 but not defined herein shall have the respective meaning given to such terms in the Schedule 14D-9. The information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference, except that such information is hereby amended or supplemented to the extent specifically provided herein. This Amendment No. 2 is being filed to disclose certain updates as reflected below.

ITEM 2. IDENTITY AND BACKGROUND OF FILING PERSON

Item 2 of the Schedule 14D-9 is hereby amended and supplemented as follows:

The third sentence in the second paragraph of the subsection titled “Tender Offer” is deleted and replaced with the following:

“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 Offer has been extended until 5:00 p.m., Eastern Time, on October 7, 2026 (the “**Expiration Date**”), unless Merger Sub extends the Offer in accordance with the terms of the Merger Agreement, in which event the term “Expiration Date” will mean the date to which the expiration date of the Offer is so extended, or the Offer is earlier terminated.”

ITEM 9. EXHIBITS

Item 9 of the Schedule 14D-9 is hereby amended and supplemented as follows:

The following Exhibits are filed herewith or incorporated herein by reference:

Exhibit No.	Description
(a)(5)(D)	Press release issued by Parent, dated October 1, 2026 (incorporated by reference to Exhibit (a)(5)(vi) to the Schedule TO Amendment No. 2 of Parent and Merger Sub filed October 1, 2026).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

ACV Auctions Inc.

By: /s/ George Chamoun

Name: George Chamoun

Title: Chief Executive Officer

Dated: October 1, 2026