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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).

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>03/26/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Common Stock	03/26/2021		J		0	D	(1)	0	I	See footnote <sup>(2)(3)</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	Amount or Number of Shares				
Series A Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(6)</sup>
Series B Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(7)</sup>
Series C Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(8)</sup>
Series D Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(9)</sup>
Series E Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(10)</sup>
Series E-1 Preferred Stock	(4)	03/26/2021		C		0		(4)	(4)	Class B Common Stock <sup>(5)</sup>	0	\$0.00	0	I	See footnote <sup>(3)(11)</sup>
Class B Common Stock	(5)	03/26/2021		J		0		(5)	(5)	Class A Common Stock	0	\$0.00	0	I	See footnote <sup>(3)(12)</sup>

**Explanation of Responses:**

- Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- As of the date hereof, Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst") and Bessemer Venture Partners IX L.P. ("BVP IX") each own 0 shares of Common Stock.
- 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 each of 15 Angels III LLC ("15 Angels"), BVP IX Inst and BVP IX (collectively, the "Funds"). The Reporting Person disclaims beneficial ownership of the securities held by the 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 limited partnership interest in the Funds. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock automatically converted into Common Stock on a 1:1 basis and were reclassified into shares of Series B Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock. Each share of Class B Common Stock will convert automatically into shares of Class A common stock, on a one-to-one basis, upon the following: (1) the sale or transfer of such share of Class B Common Stock, subject to certain exceptions specified in the Issuer's amended and restated certificate of incorporation; (2) the death of the Reporting Person; and (3) the final conversion date, defined as the earlier of (a) the first trading day on or after the date on which the outstanding shares of Class B Common Stock represent less than 5.0% of the Issuer's then-outstanding Class A and Class B Common Stock; (b) the tenth anniversary of this offering; or (c) the date specified by vote of the holders of a majority of the outstanding shares of Class B Common Stock, voting as a single class.
- The shares of Series A Preferred Stock are held by 15 Angels.
- As of the date hereof, BVP IX Inst and BVP IX each own 0 shares of Series B Preferred Stock.
- As of the date hereof, BVP IX Inst and BVP IX each own 0 shares of Series C Preferred Stock.

9. As of the date hereof, BVP IX Inst and BVP IX each own 0 shares of Series D Preferred Stock.

10. As of the date hereof, BVP IX Inst and BVP IX each own 0 shares of Series E Preferred Stock.

11. As of the date hereof, BVP IX Inst and BVP IX each own 0 shares of Series E-1 Preferred Stock.

12. As of the date hereof, BVP IX Inst, BVP IX and 15 Angels each own 17,521,353 shares, 21,870,183 shares and 362,320 shares, respectively of Class B Common Stock.

**Remarks:**

/s/ Jason Minio, Attorney-in-Fact      03/30/2021

\*\* 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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