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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

1. Name and Address of Reporting Person * <u>Hirsch Brian</u>  (Last) (First) (Middle)  C/O ACV AUCTIONS INC. 640 ELLICOTT STREET, #321  (Street) BUFFALO NY 14203  (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) 06/10/2021	
	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 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			
Class A Common Stock	06/10/2021		C <sup>(1)</sup>		332,826	A	\$0.00	332,826	D	
Class A Common Stock	09/02/2021		C <sup>(2)</sup>		448,791	A	\$0.00	448,791	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/02/2021		S		123,518	D	\$20.05 <sup>(4)</sup>	325,273	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/03/2021		S		60,395	D	\$19.92 <sup>(5)</sup>	264,878	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/07/2021		S		50,018	D	\$20.13 <sup>(6)</sup>	214,860	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/08/2021		S		63,143	D	\$19.75 <sup>(7)</sup>	151,717	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/09/2021		S		56,201	D	\$20.23 <sup>(8)</sup>	95,516	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/09/2021		S		500	D	\$20.78 <sup>(9)</sup>	95,016	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/10/2021		S		77,454	D	\$19.97 <sup>(10)</sup>	17,562	I	See footnote <sup>(3)</sup>
Class A Common Stock	09/13/2021		S		17,562	D	\$19.39 <sup>(11)</sup>	0	I	See footnote <sup>(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				
Class B Common Stock	(12)	06/10/2021		J <sup>(13)</sup>			3,422,133	(14)	(14)	Class A Common Stock	3,422,133	\$0.00 <sup>(14)</sup>	970,363	I	See footnote <sup>(15)</sup>
Class B Common Stock	(12)	06/10/2021		J <sup>(16)</sup>			145,287	(14)	(14)	Class A Common Stock	145,287	\$0.00 <sup>(14)</sup>	283,966	I	See footnote <sup>(17)</sup>
Class B Common Stock	(12)	06/10/2021		J <sup>(18)</sup>			394,861	(14)	(14)	Class A Common Stock	394,861	\$0.00 <sup>(14)</sup>	8,270,530	I	See footnote <sup>(19)</sup>
Class B Common Stock	(12)	06/10/2021		J <sup>(20)</sup>			131,620	(14)	(14)	Class A Common Stock	131,620	\$0.00 <sup>(14)</sup>	2,756,846	I	See footnote <sup>(21)</sup>
Class B Common Stock	(12)	09/02/2021		J <sup>(18)</sup>			1,699,320	(14)	(14)	Class A Common Stock	1,699,320	\$0.00 <sup>(14)</sup>	6,571,210	I	See footnote <sup>(19)</sup>

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	(12)	09/02/2021		J <sup>(20)</sup>			566,441	(14)	(14)	Class A Common Stock	566,441	\$0.00 <sup>(14)</sup>	2,190,405	I	See footnote <sup>(21)</sup>

**Explanation of Responses:**

- Represents the receipt of shares from the pro rata distributions described in footnotes 13, 16, 18 and 20, for no consideration, and not a purchase or sale by the Reporting Person. Pursuant to the terms of the Issuer's certificate of incorporation, such shares automatically converted from Class B Common Stock to Class A Common Stock upon such distributions.
- Represents the receipt of shares from the pro rata distributions described in footnotes 18 and 20, for no consideration, and not a purchase or sale by the Reporting Person. Pursuant to the terms of the Issuer's certificate of incorporation, such shares automatically converted from Class B Common Stock to Class A Common Stock upon such distributions.
- The securities are held by Tribeca Venture Partners II GP, LLC ("TVP II GP"). The Reporting Person is a managing partner of TVP II GP. The Reporting Person disclaims beneficial ownership of the securities held by TVP II GP, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.77 to \$20.48 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.68 to \$20.33 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.89 to \$20.67 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.22 to \$20.19 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.77 to \$20.76 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.77 to \$20.80 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.63 to \$20.45 inclusive. 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 range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.20 to \$19.88 inclusive. 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 range set forth in this footnote.
- These shares of Class B common stock automatically converted on a one-for-one basis into Class A common stock upon the pro rata distributions described in footnotes 13, 16, 18 and 20.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tribeca Access Fund, L.P. to its general partner and limited partners without additional consideration.
- Each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, except for certain permitted transfers.
- The securities are held by Tribeca Access Fund, L.P. ("TAF"). Tribeca Access Fund GP, LLC ("TAF GP") is the general partner of TAF. The Reporting Person is a managing partner of TAF. The Reporting Person disclaims beneficial ownership of the securities held by TAF, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tribeca ACV Holdings, LLC to its members without additional consideration.
- The securities are held by Tribeca ACV Holdings, LLC ("TACV"). Tribeca Venture Partners II GP, LLC ("TVP II GP") is the general partner of TACV. The Reporting Person is a managing partner of TVP II GP. The Reporting Person disclaims beneficial ownership of the securities held by TACV, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tribeca Venture Fund II, L.P. to its general partner and limited partners without additional consideration.
- The securities are held by Tribeca Venture Fund II, L.P. ("TVFII"). TVP II GP is the general partner of TVFII. The Reporting Person is a managing partner of TVP II GP. The Reporting Person disclaims beneficial ownership of the securities held by TVFII, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.
- Represents a pro rata distribution, and not a purchase or sale of securities, by Tribeca Venture Fund II New York, L.P. ("TVFII NY") to its general partner and limited partners without additional consideration.
- The securities are held by TVFII NY. TVP II GP is the general partner of TVFII NY. The Reporting Person is a managing partner of TVP II GP. The Reporting Person disclaims beneficial ownership of the securities held by TVFII NY, except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities.

**Remarks:**

/s/ Brian Hirsch

09/24/2021

\*\* 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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