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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>Hirsch Brian</u> <hr/> (Last) (First) (Middle) <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT STREET, #321</u> <hr/> (Street) <u>BUFFALO NY 14203</u> <hr/> (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>05/28/2024</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 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	05/28/2024		C		931,394	A	(1)	931,394	I	By Tribeca Venture Fund II, L.P. ⁽²⁾
Class A Common Stock	05/28/2024		C		310,465	A	(1)	310,465	I	By Tribeca Venture Fund II New York, L.P. ⁽³⁾
Class A Common Stock	05/28/2024		J ⁽⁴⁾		931,394	D	\$0	0	I	Tribeca Venture Fund II, L.P. ⁽²⁾
Class A Common Stock	05/28/2024		J ⁽⁵⁾		310,465	D	\$0	0	I	Tribeca Venture Fund II New York, L.P. ⁽³⁾
Class A Common Stock	05/28/2024		J ⁽⁶⁾		252,224	A	\$0	252,224	I	By Tribeca Venture Partners II GP, LLC ⁽⁷⁾
Class A Common Stock	05/28/2024		J ⁽⁸⁾		252,224	D	\$0	0	I	By Tribeca Venture Partners II GP, LLC ⁽⁷⁾
Class A Common Stock	05/28/2024		J ⁽⁹⁾		103,741	A	\$0	103,741	D	
Class A Common Stock	05/29/2024		S		8,221	D	\$18.29 ⁽¹⁰⁾	95,520	D	

**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	(I)	05/28/2024		C			931,394	(11)	(11)	Class A Common Stock	931,394	(11)	3,725,574	I	By Tribeca Venture Fund II, L.P. ⁽²⁾
Class B Common Stock	(I)	05/28/2024		C			310,465	(11)	(11)	Class A Common Stock	310,465	(11)	1,241,859	I	By Tribeca Venture Fund II New York, L.P. ⁽³⁾

Explanation of Responses:

- These shares of Class B common stock were converted into Class A common stock on a one-for-one basis for no additional consideration.
- The shares are held by Tribeca Venture Fund II, L.P. ("TVFII"). Tribeca Venture Partners II GP, LLC ("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 shares 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 shares.
- The shares are held by Tribeca Venture Fund II New York, L.P. ("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 shares 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 shares.
- Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by TVFII to its general partner and limited partners without additional consideration.
- Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by TVFII NY to its general partner and limited partners without additional consideration.
- Represents receipt of shares in the distributions in kind described in footnotes (4) and (5).
- The shares are held by TVP II GP. The Reporting Person is a managing partner of TVP II GP. The Reporting Person disclaims beneficial ownership of the shares 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 shares.
- Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by TVP II GP to its members without additional consideration.
- Represents receipt of shares in the distribution in kind described in footnote (8).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to \$18.48 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.
- Each share of Class B common stock will convert automatically into one share of Class A common stock for no consideration upon any transfer, except for certain permitted transfers, and has no expiration date.

/s/ Brian Hirsch

05/30/2024

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.