

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>ZERELLA WILLIAM</u>  (Last) (First) (Middle)  <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT ST., SUITE 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)  Director _____ 10% Owner Officer (give title below) _____ Other (specify below) _____  <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/30/2024		M		25,000	A	(1)	515,482	D	
Class A Common Stock	12/30/2024		C		7,500	A	(1)	522,982	D	
Class A Common Stock	12/30/2024		S <sup>(2)</sup>		32,500	D	\$21.65 <sup>(3)</sup>	490,482	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
Employee Stock Option (Right to Buy)	\$5.42	12/30/2024		M			25,000	(4)	10/26/2030	Class B Common Stock	25,000	\$0	0	D	
Class B Common Stock	(1)	12/30/2024		M		25,000		(1)	(1)	Class A Common Stock	25,000	\$5.42	347,763 <sup>(5)</sup>	D	
Class B Common Stock	(1)	12/30/2024		C		25,000		(1)	(1)	Class A Common Stock	25,000	\$0	322,763 <sup>(5)</sup>	D	
Class B Common Stock	(1)	12/30/2024		C		7,500		(1)	(1)	Class A Common Stock	7,500	\$0	313,166 <sup>(5)(6)</sup>	D	

**Explanation of Responses:**

- 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 last trading day of the fiscal quarter immediately following the tenth anniversary of the effective date of the Issuer's tenth amended and restated certificate of incorporation; (b) the last trading day of the fiscal quarter during which the then-outstanding shares of Class B Common Stock first represent less than 5% of the aggregate number of then-outstanding shares of Class A Common Stock and Class B Common Stock.
- Shares sold pursuant to a Rule 10b5-1 trading plan enter into on August 30, 2023
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.12 to \$21.99 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.
- One-fourth (1/4th) of the shares subject to the option award vested on September 14, 2021, and thereafter one-forty-eighth of the shares subject to the option award vested monthly, subject to the Reporting Person's continuous service.
- Includes shares previously reported as restricted stock units.
- The number of shares reported in Column 9 of this Form 4 corrects an administrative error in the reporting of shares in the previous Form 4s filed on July 6, 2022 and May 17, 2023. The July 6, 2022 Form 4 reported tax withholding of 1,222, and the correct withholding was 1,269. The May 17, 2023 filing included a mathematical error that incorrectly showed 192,497 shares of Class B Common Stock were beneficially owned at that time instead of 190,447. The number of shares beneficially owned today following the reported transaction that occurred on December 30, 2024 is 313,166 shares of Class B Common Stock.

**Remarks:**

/s/ Michelle Webb, Attorney-in-Fact 12/31/2024

\*\* 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.

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