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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>Waterman Michael</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 Sales Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2024</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	12/31/2024		C		11,601	A	(1)	322,955	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
Class B Common Stock	(1)	12/31/2024		C			11,601	(1)	(1)	Class A Common Stock	11,601	\$0	0	D	
Employee Stock Option (Right to Buy)	\$0.06	12/31/2024		J(1)			279,503	(2)	10/25/2026	Class B Common Stock	279,503	(2)	0	D	
Employee Stock Option (Right to Buy)	\$0.06	12/31/2024		J(1)		279,503		(2)	10/25/2026	Class A Common Stock	279,503	(2)	279,503	D	
Employee Stock Option (Right to Buy)	\$0.14	12/31/2024		J(1)			323,189	(3)	08/26/2027	Class B Common Stock	323,189	(3)	0	D	
Employee Stock Option (Right to Buy)	\$0.14	12/31/2024		J(1)		323,189		(3)	08/26/2027	Class A Common Stock	323,189	(3)	323,189	D	

**Explanation of Responses:**

- On December 31, 2024, which was the "Final Conversion Date" as defined in the Issuer's amended and restated certificate of incorporation, each share of the Issuer's Class B Common Stock automatically converted into one share of Class A Common Stock per the amended and restated certificate of incorporation.
- Represents stock options that were granted on October 26, 2016. At the time of the conversion described in footnote (1), each outstanding stock option to purchase shares of the Issuer's Class B Common Stock automatically converted into a stock option to purchase the same number of shares of the Issuer's Class A Common Stock. Otherwise, the terms of each such stock option remained unchanged.
- Represents stock options that were granted on August 27, 2017. At the time of the conversion described in footnote (1), each outstanding stock option to purchase shares of the Issuer's Class B Common Stock automatically converted into a stock option to purchase the same number of shares of the Issuer's Class A Common Stock. Otherwise, the terms of each such stock option remained unchanged.

**Remarks:**

/s/ Michelle Webb, Attorney-in-Fact 02/14/2025

\*\* 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.