

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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.

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|--|--|--|
| 1. Name and Address of Reporting Person * <u>Hirsch Brian</u> (Last) (First) (Middle) <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT STREET, #321</u> (Street) <u>BUFFALO</u> <u>NY</u> <u>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>05/28/2025</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 | | | |
| <u>Class A Common Stock</u> | <u>05/28/2025</u> | | <u>A</u> | | <u>9,868⁽¹⁾</u> | <u>A</u> | <u>\$0</u> | <u>19,107</u> | <u>D</u> | |
| <u>Class A Common Stock</u> | | | | | | | | <u>1,397,090</u> | <u>I</u> | <u>Tribeca Venture Fund II, L.P.⁽²⁾</u> |
| <u>Class A Common Stock</u> | | | | | | | | <u>465,697</u> | <u>I</u> | <u>By Tribeca Venture Fund II New York, L.P.⁽³⁾</u> |

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 | | | | |

Explanation of Responses:

1. Represents a restricted stock unit (RSU) award. The RSUs will vest on the first anniversary of the grant date, provided that the RSUs shall become fully vested as of the day immediately preceding the next Annual Meeting if such date is sooner than first anniversary of the grant date. Vesting of the RSUs is subject in all cases to the Reporting Person's continuous service through the applicable vesting date.
2. The shares are held by Tribeca Venture Fund II, L.P. ("TVFII"). Tribeca Venture Partners II G.P., 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.
3. 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.

Remarks:

/s/ Michelle Webb, Attorney-in-Fact 05/30/2025
** 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.