

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.

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<u>Fitzgerald Leanne</u>	<u>ACV Auctions Inc. [ACVA]</u>	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
<u>C/O ACV AUCTIONS INC.</u>	<u>05/28/2024</u>	<u>Chief Legal Officer</u>
<u>640 ELLICOTT ST., SUITE 321</u>	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
<u>BUFFALO NY 14203</u>		Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
Common Stock ⁽¹⁾	05/28/2024		J		40,102 ⁽²⁾	D	\$0	438,569	D	
Common Stock ⁽¹⁾	07/01/2025		F		2,924 ⁽³⁾	D	\$16.48	435,645	D	
Common Stock ⁽¹⁾	07/01/2025		F		5,821 ⁽³⁾	D	\$16.48	429,824	D	
Common Stock ⁽¹⁾	07/01/2025		F		4,158 ⁽³⁾	D	\$16.48	425,666	D	
Common Stock ⁽¹⁾	07/01/2025		F		3,588 ⁽³⁾	D	\$16.48	422,495 ⁽⁴⁾	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Unit	\$0	05/28/2024		J ⁽²⁾		40,102	⁽⁵⁾	07/01/2027	Common Stock	40,102	\$0	40,102	D	

Explanation of Responses:

1. The company's stock previously referred to as Class A Common Stock is now referred to as Common Stock following changes made to the company's articles of incorporation. There was no change to any rights related to the stock.
2. In a Form 4 filed on June 3, 2024 the PSU grant reflected here, due to an administrative error, was reported as Class A Common Stock in Table I rather than a PSU grant in Table II. The PSUs are hereby being removed from Table I and correctly reported in Table II.
3. These shares were withheld by the Issuer to cover the tax liability upon the vesting of a time-based restricted stock unit previously granted, and does not represent a discretionary sale by the reporting person.
4. Includes 417 shares acquired pursuant to the Company's 2021 Employee Stock Purchase Plan ("ESPP") for the purchase period of 12/1/2024 to 5/31/2025.
5. The PSUs are subject to both service-based vesting conditions and a requirement that the average closing price of the Class A Common Stock of Company, as measured over a period of 30 trading days commencing at the grant date and ending July 1, 2027, equals or exceeds a designated level (the "Stock Price Condition"). The PSUs will vest in one-third installments on each of July 1, 2025, 2026 and 2027, provided that the Stock Price Condition has been satisfied prior to the relevant date. If the Stock Price Condition has not yet been satisfied prior to the relevant date, then the PSUs that otherwise would have vested on such date will remain unvested unless and until the Stock Price Condition has been satisfied, subject to the Reporting Person's continuous service through the relevant vesting date.

Remarks:

/s/ Michelle Webb, Attorney-in-Fact 07/03/2025

** 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.