UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q
(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number: 001-40256

ACV Auctions Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**47-2415221**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
640 Ellicott Street, #321 Buffalo, New York	**14203**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 800 553-4070

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	ACVA	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 4, 2025, there were 172,107,121 shares of the registrant's common stock with a par value of $0.001, outstanding.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q including statements regarding our future results of operations or financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will" or "would" or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:

- our expectations regarding our revenue, operating expenses and other operating results, including our key metrics and our ability to meet previously announced earnings guidance;
- our ability to effectively manage our growth and expand our business;
- our ability to grow the number of participants on our marketplace platform;
- our ability to acquire new customers and successfully retain existing customers and capture a greater share of wholesale transactions from our existing customers;
- our ability to increase usage of our marketplace platform and generate revenue from our value-added services;
- anticipated trends, growth rates, and challenges in our business and in the markets in which we operate;
- our ability to achieve or sustain our profitability;
- future investments in our business, our anticipated capital expenditures and our estimates regarding our capital requirements;
- the costs and success of our marketing efforts, and our ability to promote our brand;
- the effects of macroeconomic and geopolitical conditions on our business, including the impact of changes in trade policies;
- our reliance on key personnel and our ability to identify, recruit and retain skilled personnel, especially as we establish new offerings;
- our ability to compete effectively with existing competitors and new market entrants;
- our ability to obtain, maintain, protect and enforce our intellectual property rights and any costs associated therewith;
- our ability to predict, prepare and respond to new kinds of technology innovations, market developments and changing customer needs;
- our ability to expand internationally;
- our ability to identify, complete, and integrate acquisitions that complement and expand our reach and marketplace platform;
- our decision to not declare or pay dividends for the foreseeable future;
- our ability to comply or remain in compliance with laws and regulations that currently apply or become applicable to our business in the United States and other jurisdictions where we elect to do business; and
- the growth rates of the markets in which we compete.

You should not rely on forward-looking statements as predictions of future events. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described under the header "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained herein. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made, and we undertake no obligation to update them to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law.

Unless the context otherwise indicates, references in this report to the terms “ACV Auctions,” “ACV,” “the Company,” “we,” “our” and “us” refer to ACV Auctions Inc. and its subsidiaries.

We may announce material business and financial information to our investors using our investor relations website (www.investors.acvauto.com). We therefore encourage investors and others interested in ACV to review the information that we make available on our website, in addition to following our filings with the Securities and Exchange Commission (the "SEC"), webcasts, press releases and conference calls.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(in thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2025	**2024**	**2025**	**2024**
Revenue:				
Marketplace and service revenue	$ 175,995	$ 144,126	$ 341,932	$ 273,940
Customer assurance revenue	17,708	16,498	34,468	32,373
Total revenue	193,703	160,624	376,400	306,313
Operating expenses:				
Marketplace and service cost of revenue (excluding depreciation & amortization)	74,319	64,253	143,721	119,946
Customer assurance cost of revenue (excluding depreciation & amortization)	16,909	14,558	30,886	27,372
Operations and technology	45,801	39,694	89,991	77,763
Selling, general, and administrative	52,972	51,912	111,990	105,765
Depreciation and amortization	10,897	8,848	21,438	16,635
Total operating expenses	200,898	179,265	398,026	347,481
Loss from operations	(7,195)	(18,641)	(21,626)	(41,168)
Other income (expense):				
Interest income	2,152	2,329	4,041	5,360
Interest expense	(2,286)	(606)	(4,196)	(1,141)
Total other income (expense)	(134)	1,723	(155)	4,219
Loss before income taxes	(7,329)	(16,918)	(21,781)	(36,949)
(Benefit from) provision for income taxes	(31)	145	334	585
Net loss	$ (7,298)	$ (17,063)	$ (22,115)	$ (37,534)
Weighted-average shares - basic and diluted	170,472	164,384	169,415	163,637
Net loss per share - basic and diluted	$ (0.04)	$ (0.10)	$ (0.13)	$ (0.23)

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2025	**2024**	**2025**	**2024**
Net loss	$ (7,298)	$ (17,063)	$ (22,115)	$ (37,534)
Other comprehensive income (loss):				
Net unrealized gains on available-for-sale securities	46	386	127	356
Foreign currency translation gain (loss)	3,121	(214)	4,264	(443)
Comprehensive loss	$ (4,131)	$ (16,891)	$ (17,724)	$ (37,621)

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands, except per share data)

	June 30, 2025	December 31, 2024
Assets		
Current Assets:		
Cash and cash equivalents	$ 258,365	$ 224,065
Marketable securities	46,368	46,036
Trade receivables (net of allowance of $4,368 and $6,372)	209,880	168,770
Finance receivables (net of allowance of $5,097 and $4,191)	207,068	139,045
Other current assets	16,254	15,281
Total current assets	737,935	593,197
Property and equipment (net of accumulated depreciation of $5,804 and $5,227)	10,135	7,625
Goodwill	183,676	180,478
Acquired intangible assets (net of amortization of $34,998 and $28,972)	86,206	90,816
Capitalized software (net of amortization of $52,842 and $38,499)	75,648	68,571
Other assets	44,673	43,462
Total assets	$ 1,138,273	$ 984,149
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 430,646	$ 345,605
Accrued payroll	12,100	16,725
Accrued other liabilities	19,912	18,836
Total current liabilities	462,658	381,166
Long-term debt	186,500	123,000
Other long-term liabilities	40,332	39,979
Total liabilities	689,490	544,145
Commitments and Contingencies (Note 5)		
Stockholders' Equity:		
Preferred Stock; $0.001 par value; 20,000 shares authorized; 0 and 0 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	—	—
Common Stock; $0.001 par value; 2,000,000 shares authorized; 171,559 and 168,029 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	172	168
Common Stock - Class B; $0.001 par value; 0 and 160,000 shares authorized at June 30, 2025 and December 31, 2024, respectively; 0 and 0 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	—	—
Additional paid-in capital	971,390	944,891
Accumulated deficit	(524,430)	(502,315)
Accumulated other comprehensive income (loss)	1,651	(2,740)
Total stockholders' equity	448,783	440,004
Total liabilities and stockholders' equity	$ 1,138,273	$ 984,149

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(in thousands)

	Three months ended June 30, 2025					
	Common Stock [1]					
	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity
Balance as of March 31, 2025	170,504	$ 171	$ 958,047	$ (517,132)	$ (1,516)	$ 439,570
Net loss	—	—	—	(7,298)	—	(7,298)
Other comprehensive income (loss)	—	—	—	—	3,167	3,167
Stock-based compensation	—	—	16,489	—	—	16,489
Exercise of common stock options	269	—	149	—	—	149
Vested restricted stock units	608	1	(5,829)	—	—	(5,828)
Issuance of shares for employee stock purchase plan	178	—	2,534	—	—	2,534
Balance as of June 30, 2025	171,559	$ 172	$ 971,390	$ (524,430)	$ 1,651	$ 448,783

	Six months ended June 30, 2025					
	Common Stock [1]					
	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance as of December 31, 2024	168,029	$ 168	$ 944,891	$ (502,315)	$ (2,740)	$ 440,004
Net loss	—	—	—	(22,115)	—	(22,115)
Other comprehensive income (loss)	—	—	—	—	4,391	4,391
Stock-based compensation	—	—	41,074	—	—	41,074
Exercise of common stock options	1,904	2	529	—	—	531
Vested restricted stock units	1,448	2	(17,638)	—	—	(17,636)
Issuance of shares for employee stock purchase plan	178	—	2,534	—	—	2,534
Balance as of June 30, 2025	171,559	$ 172	$ 971,390	$ (524,430)	$ 1,651	$ 448,783

[1] - Following the approval by the Company's shareholders of certain amendments to the Company's Certificate of Incorporation at the 2025 Annual Shareholder Meeting, the Company filed with the State of Delaware the Eleventh Amended and Restated Certificate of Incorporation of ACV Auctions Inc. The changes include, among other things, the removal of all references to Class B Common Stock and the reclassification of Class A Common Stock to Common Stock.

	Three months ended June 30, 2024							
	Common Stock Class A		Common Stock Class B					
	Shares	Par Value	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance as of March 31, 2024	147,307	$ 147	17,297	$ 17	$ 902,989	$ (443,086)	$ (1,788)	$ 458,279
Conversion of Class B common stock to Class A common stock	3,621	4	(3,621)	(4)	—	—	—	—
Net loss	—	—	—	—	—	(17,063)	—	(17,063)
Other comprehensive income (loss)	—	—	—	—	—	—	172	172
Stock-based compensation	—	—	—	—	15,746	—	—	15,746
Exercise of common stock options	207	—	631	1	4,410	—	—	4,411
Vested restricted stock units	382	1	63	—	(5,927)	—	—	(5,926)
Issuance of shares for employee stock purchase plan	142	—	—	—	1,998	—	—	1,998
Balance as of June 30, 2024	151,659	$ 152	14,370	$ 14	$ 919,216	$ (460,149)	$ (1,616)	$ 457,617

	Six months ended June 30, 2024							
	Common Stock Class A		Common Stock Class B					
	Shares	Par Value	Shares	Par Value	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance as of December 31, 2023	138,637	$ 139	23,205	$ 23	$ 880,510	$ (422,615)	$ (1,529)	$ 456,528
Conversion of Class B common stock to Class A common stock	9,603	10	(9,603)	(10)	—	—	—	—
Net loss	—	—	—	—	—	(37,534)	—	(37,534)
Other comprehensive income (loss)	—	—	—	—	—	—	(87)	(87)
Stock-based compensation	—	—	—	—	34,345	—	—	34,345
Exercise of common stock options	926	1	631	1	6,811	—	—	6,813
Vested restricted stock units	938	1	137	—	(13,003)	—	—	(13,002)
Issuance of shares for acquisitions	1,413	1	—	—	8,555	—	—	8,556
Issuance of shares for employee stock purchase plan	142	—	—	—	1,998	—	—	1,998
Balance as of June 30, 2024	151,659	$ 152	14,370	$ 14	$ 919,216	$ (460,149)	$ (1,616)	$ 457,617

The accompanying notes are an integral part of these condensed consolidated financial statements.

ACV AUCTIONS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

	Six months ended June 30,	
	2025	**2024**
Cash Flows from Operating Activities		
Net loss	$ (22,115)	$ (37,534)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	21,449	16,682
Stock-based compensation expense, net of amounts capitalized	32,028	29,794
Provision for bad debt	3,111	5,055
Other non-cash, net	2,266	119
Changes in operating assets and liabilities, net of effects from purchases of businesses:		
Trade receivables	(41,714)	(19,158)
Other operating assets	(1,059)	3,036
Accounts payable	85,423	37,641
Other operating liabilities	950	11,856
Net cash provided by operating activities	80,339	47,491
Cash Flows from Investing Activities		
Net increase in finance receivables	(71,564)	(1,851)
Purchases of property and equipment	(4,205)	(2,872)
Capitalization of software costs	(17,932)	(14,855)
Purchases of marketable securities	(24,833)	(21,607)
Maturities and redemptions of marketable securities	24,888	69,699
Sales of marketable securities	—	122,698
Acquisition of businesses (net of cash acquired)	—	(155,209)
Net cash used in investing activities	(93,646)	(3,997)
Cash Flows from Financing Activities		
Proceeds from long term debt	220,000	340,000
Payments towards long term debt	(156,500)	(345,000)
Payment of debt issuance costs	(1,457)	(1,702)
Proceeds from exercise of stock options	531	6,812
Payment of RSU tax withholdings in exchange for common shares surrendered by RSU holders	(17,636)	(13,110)
Proceeds from employee stock purchase plan	2,534	1,998
Other financing activities	(74)	(23)
Net cash provided by (used in) financing activities	47,398	(11,025)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	209	(68)
Net increase in cash, cash equivalents, and restricted cash	34,300	32,401
Cash, cash equivalents, and restricted cash, beginning of period	224,065	182,571
Cash, cash equivalents, and restricted cash, end of period	$ 258,365	$ 214,972
Supplemental disclosure of cash flow information		
Non-cash investing and financing activities:		
Stock-based compensation included in capitalized software development costs	$ 3,613	$ 2,254
Purchase of property and equipment and internal use software in accounts payable	$ 1,247	$ 1,177

The accompanying notes are an integral part of these condensed consolidated financial statements

ACV AUCTIONS INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business – ACV Auctions Inc. (the "Company" or "ACV") operates inone industry segment, providing a wholesale auction marketplace (the “Marketplace” or “Marketplace Platform”) to facilitate business-to-business used vehicle sales between a selling dealership (“Seller”) and a buying dealership (“Buyer”). The Marketplace encompasses the digital marketplaces, remarketing centers, data services, and data and technology.

Customers using the Marketplace are licensed automotive dealerships or other commercial automotive enterprises. At the election of the customer purchasing a vehicle, the Company can arrange third-party transportation services for the delivery of the purchased vehicle through its wholly owned subsidiary, ACV Transportation LLC. The Company can also provide the customer financing for the purchased vehicle through its wholly owned subsidiary, ACV Capital LLC (“ACV Capital”). ACV also provides data services that offer insights into the condition and value of used vehicles for transactions both on and off the Company's Marketplace, which help dealerships, their end customers, and commercial partners make more informed decisions to transact with confidence and efficiency. Customers using data services are licensed automotive dealerships or other commercial automotive enterprises. Services are primarily provided in the United States and certain data services are also provided internationally. Services are supported by the Company’s operations which are primarily in North America and India.

Basis of Consolidation – The condensed consolidated financial statements include the accounts of ACV Auctions Inc. and all of its controlled subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Basis of Preparation – The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and pursuant to the applicable rules and regulations of the Securities and Exchange Commission ("SEC"). The Company has condensed or omitted certain information and notes normally included in complete annual financial statements prepared in accordance with GAAP. These financial statements have been prepared on the same basis as the Company's annual financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for the fair statement of the Company's financial information. The unaudited interim condensed consolidated financial statements should therefore be read in conjunction with the audited consolidated financial statements and accompanying notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 19, 2025 (the "Annual Report"). Any reference in these notes to applicable guidance is meant to refer to the authoritative GAAP as found in the Accounting Standards Codification (“ASC”) and Accounting Standards Updates (“ASU”) of the Financial Accounting Standards Board (“FASB”).

Seasonality – The volume of vehicles sold through auctions held on ACV's Marketplace Platform generally fluctuates from quarter to quarter. This seasonality is caused by several factors, including holidays, weather, the seasonality of the retail market for used vehicles and the timing of federal tax returns, which affects the demand side of the vehicle auction industry. As a result, revenue and operating expenses related to volume will fluctuate accordingly on a quarterly basis. In the fourth quarter, we typically experience lower used vehicle auction volume as well as additional costs associated with the holidays. Seasonally depressed used vehicle auction volume typically continues during the winter months through the beginning of the first quarter. Typical seasonality trends may not be observed in periods where other external factors more significantly impact the industry.

Recent Accounting Pronouncements – The following table provides a description of accounting standards that are not yet adopted that could have an impact to the consolidated financial statements upon adoption.

Accounting Standard Update	Description	Required date of adoption	Effect on consolidated financial statements
Accounting Standards Not Yet Adopted			
Improvements to Income Tax Disclosures (ASU 2023-09)	The guidance enhances the transparency and decision usefulness of income tax disclosures.	December 31, 2025	The Company will adopt the standard prospectively and is currently evaluating the operational and financial reporting implications of this standard.
Reporting Comprehensive Income—Expense Disaggregation Disclosures (ASU 2024-03)	This guidance enhances the disaggregated disclosure of income statement expenses	December 31, 2027	The Company is currently evaluating the impact this guidance may have on the consolidated financial statements.

2. Financial Instruments

The following is a summary of available-for-sale marketable securities, as of June 30, 2025 and December 31, 2024, respectively (in thousands):

	June 30, 2025			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Marketable securities:				
Corporate securities [1]	$ 43,251	$ 73	$ (12)	$ 43,312
U.S. agency securities	3,059	—	(3)	3,056
Total Marketable securities	$ 46,310	$ 73	$ (15)	$ 46,368

(1) Comprised primarily of corporate bonds

	December 31, 2024			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Marketable securities:				
Corporate securities [1]	$ 43,008	$ 9	$ (74)	$ 42,943
U.S. agency securities	3,097	—	(4)	3,093
Total Marketable securities	$ 46,105	$ 9	$ (78)	$ 46,036

(1) Comprised primarily of corporate bonds

As of June 30, 2025, the fair values of available-for-sale marketable securities, by remaining contractual maturity, were as follows (in thousands):

Due within one year	$ 21,383
Due in one to five years	24,985
Total	$ 46,368

The Company typically invests in highly rated securities, with the primary objective of minimizing the potential risk of principal loss. The Company's investment policy generally requires securities to be investment grade and limits the amount of credit exposure to any one issuer. Fair values were determined for each individual security in the investment portfolio.

The Company does not believe that any unrealized losses are attributable to credit-related factors based on its evaluation of available evidence. To determine whether a decline in value is related to credit loss, the Company evaluates, among other factors: the extent to which the fair value is less than the amortized cost basis, changes to the rating of the security by a rating agency and any adverse conditions specifically related to an issuer of a security or its industry. The Company does not intend to sell the instruments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity. Unrealized gains and losses on marketable securities are presented net of tax.

3. Fair Value Measurement

Fair value accounting is applied for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the condensed consolidated financial statements on a recurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Assets and liabilities recorded at fair value in the condensed consolidated financial statements are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, which are directly related to the amount of subjectivity, associated with the inputs to the valuation of these assets or liabilities are as follows:

Level 1: Observable inputs such as quoted prices in active markets for identical assets and liabilities.

Level 2: Inputs other than the quoted prices in active markets that are observable either directly or indirectly.

Level 3: Unobservable inputs in which there is little or no market data which require the Company to develop its own assumptions.

The Company's financial instruments primarily consist of cash and cash equivalents, debt securities, trade and finance accounts receivable and accounts payable. The carrying values of cash and cash equivalents, trade and finance accounts receivable, and accounts payable approximate fair value due to the short-term nature of those instruments. The carrying value of the revolver and warehouse facility were determined to approximate fair value due to their duration and variable interest rates that approximate prevailing interest rates as of each reporting period.

The following tables present information about the Company's financial assets measured at fair value on a recurring basis as of June 30, 2025 and December 31, 2024, and indicate the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands):

	June 30, 2025			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 125,709	$ —	$ —	$ 125,709
Marketable Securities:				
Corporate securities	—	43,312	—	43,312
U.S. agency securities	—	3,056	—	3,056
Total financial assets	$ 125,709	$ 46,368	$ —	$ 172,077

	December 31, 2024			
	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 69,475	$ —	$ —	$ 69,475
Marketable Securities:				
Corporate securities	—	42,943	—	42,943
U.S. agency securities	—	3,093	—	3,093
Total financial assets	$ 69,475	$ 46,036	$ —	$ 115,511

The Company classifies its highly liquid money market funds within Level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its commercial paper, corporate bonds, and U.S. agency securities within Level 2 of the fair value hierarchy because they are valued using inputs other than quoted prices that are directly or indirectly observable in the market, including readily available pricing sources for the identical underlying security which may not be actively traded.

4. Accounts Receivable & Allowance for Doubtful Receivables

The Company maintains an allowance for doubtful receivables that, in management's judgment, reflects losses inherent in the portfolio. A provision for doubtful receivables is recorded to adjust the level of the allowance as deemed necessary by management.

Changes in the allowance for doubtful trade receivables for the three and six months ended June 30, 2025 and 2024 were as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Beginning balance	$ 5,500	$ 3,931	$ 6,372	$ 2,868
Provision for bad debt	(76)	2,045	805	2,777
Net write-offs				
Write-offs	(1,077)	(855)	(3,005)	(1,117)
Recoveries	21	386	196	979
Net write-offs	(1,056)	(469)	(2,809)	(138)
Ending balance	$ 4,368	$ 5,507	$ 4,368	$ 5,507

Changes in the allowance for doubtful finance receivables for the three and six months ended June 30, 2025 and 2024 were as follows (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Beginning balance	$ 4,550	$ 3,728	$ 4,191	$ 3,428
Provision for bad debt	1,584	916	2,306	2,278
Net write-offs				
Write-offs	(1,250)	(1,615)	(1,768)	(2,810)
Recoveries	213	163	368	296
Net write-offs	(1,037)	(1,452)	(1,400)	(2,514)
Ending balance	$ 5,097	$ 3,192	$ 5,097	$ 3,192

5. Guarantees, Commitments and Contingencies

The Company provides certain guarantees to Sellers in the Marketplace in the ordinary course of business, which are accounted for under ASC 460 - Guarantees as a general guarantee.

Vehicle Condition Guarantees – Sellers must attach a vehicle condition report in the Marketplace for every auction; this vehicle condition report is used by Buyers to inform bid decisions. The Company offers guarantees to Sellers in qualifying situations where the Company performed a vehicle inspection and prepared the vehicle condition report. Sellers must pay an additional fee in exchange for this guarantee. Such guarantees provide Sellers protection from paying remedies to Buyers related to a Buyer's claim that the vehicle condition report did not accurately portray the condition of the vehicle purchased on the Marketplace. These guarantee agreements provide the Company with the right to retain proceeds from the subsequent liquidation of vehicles covered under the guarantees. The guarantees are typically provided for 10 days after the successful sale of the vehicle on the Marketplace. The fair value of vehicle condition guarantees issued is estimated based on historical results and other qualitative factors. Vehicle condition guarantee revenue is recognized on the earlier of the guarantee expiration date or the guarantee settlement date. The maximum potential payment is the sale price of the vehicle. The total sale price of vehicles for which there was an outstanding guarantee was approximately $242.8 million and approximately $161.7 million at June 30, 2025 and December 31, 2024, respectively.

The carrying amount of the liability presented in Accrued other liabilities on the Condensed Consolidated Balance Sheets was $2.0 million and $1.4 million at June 30, 2025 and December 31, 2024, respectively.

Other Price Guarantees – The Company provides Sellers with a price guarantee for vehicles to be sold on the Marketplace from time to time. If a vehicle sells below the guaranteed price, the Company is responsible for paying the Seller the difference between the guaranteed price and the final sale price. The term of the guarantee is typically less than one week. No material unsettled price guarantees existed at June 30, 2025 and December 31, 2024.

Litigation – The Company and its subsidiaries are subject in the normal course of business to various pending and threatened legal proceedings and matters in which claims for monetary damages are asserted. On an on-going basis management, after consultation with legal counsel, assesses the Company's liabilities and contingencies in connection with such proceedings. For those matters where it is probable that the Company will incur losses and the amounts of the losses can be reasonably estimated, the Company records an expense and corresponding liability in its condensed consolidated financial statements. To the extent pending or threatened litigation could result in exposure in excess of the recorded liability, the amount of such excess is not currently estimable.

6. Borrowings

2021 Revolver

On August 24, 2021, ACV entered into a revolving credit facility (the "2021 Revolver"). The 2021 Revolver was established to provide general financing to the Company and is secured by substantially all of the Company's assets except for certain finance receivables. As of June 30, 2025, the maximum borrowing capacity under the 2021 Revolver is $250.0 million and includes a sub facility that provides for the issuance of letters of credit up to $20.0 million outstanding at any time. Through June 26, 2025, the interest rate on the 2021 Revolver was, at the Company's option, either (a) the Secured Overnight Financing Rate ("SOFR") (or a replacement rate established in accordance with the terms of the credit agreement for the 2021 Revolver) subject to a 0.00% SOFR floor, plus a margin of 2.75% per annum plus an additional credit spread adjustment of 0.11% for daily and on-month terms, 0.26% for three-month terms and 0.43% for six-month terms or (b) the Alternate Base Rate plus a margin of 1.75% per annum. The Alternate Base Rate was defined as the highest of (a) the Wall Street Journal prime rate, (b) the NYFRB rate plus 0.5% and (c) 1.00% plus the adjusted SOFR rate for a one-month interest period.

On June 26, 2025, the Company entered into Amendment No. 4 (the " Fourth Amendment") to the 2021 Revolver which modifies the credit agreement (i) to increase the committed amount of the Company's revolving credit facility thereunder from $160 million to $250 million, (ii) to extend the maturity date thereof from August 24, 2026 to June 26, 2030, (iii) to modify the Company's minimum total revenue financial covenant to take into account such maturity date extension, (iv) to include a new maximum total net leverage ratio that will be effective as of the earlier of five business days after the Company's election and July 30, 2027, as more particularly described in the Revolving Credit Agreement, as amended (the "Covenant Conversion Date"), after which the Company's minimum liquidity and minimum total revenue financial covenants will no longer be applicable, (v) to provide for more favorable pricing of the loans on and after the Covenant Conversion Date, and (vi) to amend certain other items in connection with the foregoing. Borrowings under the 2021 Revolver will continue to bear interest, at the Company's option, at either the Term SOFR Rate, subject to a 0.00% SOFR floor, or the Alternate Base Rate plus a margin equal to the Applicable Rate. Pursuant to the Fourth Amendment, the Applicable Rate is (x) 2.75% prior to the Covenant Conversion Date and 2.500% thereafter for loans accruing interest at the Term SOFR Rate and (y)1.750% prior to the Covenant Conversion Date and 1.500% thereafter for loans accruing interest at the Alternate Base Rate, in each case, subject to the terms of the Credit Agreement.

From and after the Covenant Conversion Date, the Company will be subject to a maximum total net leverage ratio covenant of (i)4.0 to 1.0 for any measurement period ending on or prior to the second fiscal quarter following June 30, 2027 and (ii) 3.5 to 1.0 thereafter.

As of June 30, 2025 and December 31, 2024, outstanding borrowings under the 2021 Revolver were $100.0 million and $56.5 million, respectively, and there were outstanding letters of credit issued under the 2021 Revolver in the amount of $3.3 million and $3.3 million, respectively, decreasing the availability under the 2021 Revolver by a corresponding amount. As of June 30, 2025, the interest rate on the outstanding borrowing was 9.25%.

Warehouse Facility

On June 20, 2024, ACV Funding entered into a revolving credit and security agreement, providing for a revolving warehouse facility (the "Warehouse Facility") with a maximum principal amount of $125.0 million. The Warehouse Facility was established to provide liquidity to fund new originations of auto floorplan loans by ACV Capital. The facility is secured by all assets of ACV Funding, including the auto floorplan loans owned by it. The revolving feature on the facility ends on June 20, 2026. The facility matures twelve months later, unless sooner terminated or extended in accordance with its terms.

Advances under the Warehouse Facility funded by asset-backed commercial paper conduit through the issuance of commercial paper notes will bear interest generally at a rate equivalent to the weighted average annual rate of all commercial paper notes issued by the commercial paper conduit to fund its advances, plus a margin of 3.00%. Advances funded by lenders that are not commercial paper conduits, or by commercial paper conduits funded through means other than the issuance of commercial paper notes, will bear interest generally at a rate equal to (i) Term SOFR for a period of one-month (subject to a 0.00% floor), plus 0.11448% or, in certain circumstances, the Alternate Base Rate, plus (ii) a margin of 3.00%. The Alternate Base Rate is the highest of (a) the prime rate quoted in the Wall Street Journal, (b) the NYFRB rate plus 0.50% and (c)(i) 1.00% plus (ii) the Term SOFR rate for a one-month interest period. The interest rate may be increased under certain circumstances, including upon the occurrence of an early amortization event or event of default under the warehouse documentation. ACV Funding must also pay upfront any unused fees in connection with the facility.

As of June 30, 2025 and December 31, 2024, borrowings under the Warehouse Facility were $86.5 million and $66.5 million, respectively. As of June 30, 2025, the interest rate on the outstanding borrowing was 7.40%.

As of June 30, 2025, the Company was in compliance with all of its financial covenants and non-financial covenants.

7. Revenue

The following table summarizes the primary components of Marketplace and service revenue. The level of disaggregation takes into consideration how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Auction marketplace revenue	$ 92,267	$ 75,433	$ 182,250	$ 142,762
Other marketplace revenue	75,397	60,354	143,074	114,923
Data services revenue	8,331	8,339	16,608	16,255
Marketplace and service revenue	$ 175,995	$ 144,126	$ 341,932	$ 273,940

Contract liabilities represent consideration collected prior to satisfying performance obligations. The Company had $5.9 million and $4.5 million of contract liabilities included in Accrued other liabilities on the Condensed Consolidated Balance Sheets at June 30, 2025 and December 31, 2024, respectively. Revenue recognized for the three months ended June 30, 2025 from amounts included in deferred revenue as of March 31, 2025, was $5.7 million. Revenue recognized for the six months ended June 30, 2025 from amounts included in deferred revenue as of December 31, 2024 was $4.5 million. All the remaining performance obligations for contracts are expected to be recognized within one year.

8. Stock-Based Compensation

Refer to Note 13 contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 for further details regarding the Company's equity plans.

The following table summarizes the stock option activity for the six months ended June 30, 2025 (in thousands, except year and per share amounts):

	Number of Options	Weighted-Average Exercise Price Per Share	Intrinsic Value	Weighted-Average Remaining Contractual Term (in years)
Outstanding, December 31, 2024	3,882	$ 1.55	$ 77,824	3.21
Exercised	(1,904)	0.30		
Forfeited	—	—		
Expired	(9)	6.11		
Outstanding, June 30, 2025	1,969	$ 2.75	$ 26,527	3.59
Exercisable, June 30, 2025	1,962	$ 2.74	$ 26,462	3.58

The following table summarizes the restricted stock unit and performance share unit activity for the six months ended June 30, 2025 (in thousands, except per share amounts):

	Number of RSUs	Weighted-Average Grant-Date Fair Value
Outstanding, December 31, 2024	8,078	$ 16.04
Granted	3,465	$ 15.19
Vested	(2,478)	$ 15.31
Forfeited	(235)	$ 16.61
Outstanding, June 30, 2025	8,830	$ 14.84

As of June 30, 2025, there was approximately $111.6 million of compensation expense related to the unvested portion of common stock options, restricted stock units, and performance share units that will be recorded as compensation expense over a weighted-average period of 2.6 years.

During the second quarter of 2025, the Company's Board of Directors approved long-term incentive awards to certain of the Company's executive officers comprised of performance share units (“PSUs”), which may only be settled in shares of the Company’s Common Stock. The PSUs are subject to both service-based vesting conditions and a requirement that the relative total shareholder return ("rTSR") of the Company's Common Stock, measured against the Russell 2000, achieve at least the 25th percentile, at which point 50% of the award is earned, with a maximum earning potential of 200% if the 75th percentile or above is achieved (the “rTSR Condition”). The rTSR Condition is measured over a two-year performance period ending on December 31, 2026. The rTSR Condition earning potential is capped at 100% if the Company’s stock price is lower at the end of the performance period than at the beginning of such period. If the rTSR Condition is met at the end of the performance period, 50% of the award will vest in the first quarter of 2027, with the remaining 50% of the award vesting in the first quarter of 2028. In each circumstance, vesting is subject to the executive’s continued service with the Company until the time of vesting.

9. Income Taxes

The Company had an effective tax rate of approximately 0% and (1)% for the three months ended June 30, 2025 and 2024, and (2)% and (2)% for the six months ended June 30, 2025 and 2024, respectively. The principal differences between the federal statutory rate and the effective tax rate are related to state taxes, foreign taxes and credits, and the non-recognition of tax benefits for certain entities in a loss position for which a full valuation allowance has been recorded.

On July 4, 2025, the reconciliation bill, commonly referred to as the One Big Beautiful Bill Act ("OBBBA") was signed into law, which includes a broad range of tax reform provisions that may affect the Company's financial results. The Company is currently evaluating the impact that the OBBBA will have on its consolidated financial statements.

10. Net Loss Per Share

The numerators and denominators of the basic and diluted net loss per share computations for the Company's common stock are calculated as follows for the three and six months ended June 30, 2025 and 2024 (in thousands, except per share data):

	Three months ended June 30,			Six months ended June 30,		
	2025	2024		2025	2024	
	Common Stock [(1)]	Class A	Class B	Common Stock [(1)]	Class A	Class B
Numerator:						
Net loss attributable to common stockholders	$ (7,298)	$ (15,343)	$ (1,720)	$ (22,115)	$ (33,121)	$ (4,413)
Denominator:						
Weighted-average number of shares of common stock - basic and diluted	170,472	147,811	16,573	169,415	144,396	19,241
Net loss per share attributable to common stockholders:						
Basic and diluted	$ (0.04)	$ (0.10)	$ (0.10)	$ (0.13)	$ (0.23)	$ (0.23)

[(1)] During the fourth quarter of 2024, the number of outstanding shares of the Company's Class B common stock declined such that the total number of outstanding shares of Class B common stock represented less than 5% of the aggregate number of outstanding shares of the Company's Class A common stock and Class B common stock. Under the terms of the Company's amended and restated certificate of incorporation, the Company's Class B common stock automatically converted to Class A common stock effective as of December 31, 2024. This resulted in 3,550,142 shares of Class A common stock being issued on December 31, 2024 with the related shares of Class B common stock being cancelled. Following the approval by the Company's shareholders of certain amendments to the Company's Certificate of Incorporation at the 2025 Annual Shareholder Meeting, the Company filed with the State of Delaware the Eleventh Amended and Restated Certificate of Incorporation of ACV Auctions Inc. The changes include, among other things, the removal of all references to Class B Common Stock and the reclassification of Class A Common Stock to Common Stock.

The following table presents the total weighted-average number of potentially dilutive shares that were excluded from the computation of diluted net loss per share attributable to common shareholders because their effect would have been anti-dilutive for the period presented:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Unvested RSUs and other awards	2,600	2,085	2,978	2,064
Stock options	1,743	4,543	2,355	4,694

11. Acquisitions

The Company completed four business acquisitions during the year ended December 31, 2024. These acquisitions were accounted for using the acquisition method and, accordingly, the results of the acquired businesses have been included in the Company's results of operations from the respective acquisition dates. Goodwill acquired in connection with these acquisitions represents expected synergies from the combined operations, is deductible for tax purposes in the United States, and is amortized on a straight-line basis over 15 years.

Indiana Auto Auction

On June 17, 2024, the Company completed its acquisition of all of the ownership interest of Indiana Auto Auction for total cash consideration of $51.5 million, which included $5.0 million of acquired cash and $14.1 million of acquired real estate. The aggregate purchase price was allocated to $16.2 million of goodwill, $13.9 million of intangibles, and $21.4 million of net tangible assets assumed. The Company completed a sale of the real estate to a third party on August 6, 2024. Indiana Auto Auction offers wholesale and commercial car auction and reconditioning services and enabled the Company to expand its range of offerings to dealers and commercial partners.

March 13, 2024 Acquisition

On March 13, 2024, the Company completed its acquisition of all of the ownership interests of a business for total cash consideration of $19.0 million. The aggregate purchase price was allocated to $14.1 million of goodwill, $5.7 million of intangible assets, and $0.8 million of net tangible liabilities assumed. The business acquired offers wholesale car auction services and enabled the Company to expand its range of offerings to dealers and commercial partners.

166 Auto Auction

On March 8, 2024, the Company completed its acquisition of all of the ownership interests of 166 Auto Auction for a total cash consideration of $27.4 million. The aggregate purchase price was allocated to $7.4 million of goodwill, $16.3 million of intangible assets, and $3.6 million of net tangible assets assumed. 166 Auto Auction offers wholesale car auction services and enabled the Company to expand its range of offerings to dealers and commercial partners.

Alliance Auto Auctions

On January 30, 2024, the Company completed its acquisition of all of the ownership interests of Alliance Auto Auctions for total cash consideration of $66.9 million and 639,976 common shares of the Company's Class A common stock. The fair value of the consideration shares of $8.6 million was determined based upon the closing market price of the Company's Class A common shares on January 30, 2024.

The aggregate purchase price for the Alliance Auto Auctions acquisition was allocated to the assets and liabilities assumed as follows (in thousands):

Assets Acquired		
Cash and cash equivalents	$	2,467
Trade receivables		14,926
Finance receivables		—
Other current assets		768
Property & equipment		892
Goodwill		40,412
Intangible assets		32,700
Other assets		8,305
Total assets acquired	$	100,470
Liabilities Assumed		
Accounts payable	$	15,040
Accrued payroll		400
Accrued other liabilities		2,132
Deferred revenue		64
Other long-term liabilities		7,383
Total liabilities assumed		25,019
Net assets acquired	$	75,451

Alliance Auto Auctions offers wholesale car auction services and enabled the Company to expand its range of offerings to dealers and commercial partners.

12. Segment Information

The Company’s Chief Executive Officer is the chief operating decision maker (“CODM”) and is responsible for reviewing financial information presented on a segment basis for purposes of making operating decisions and assessing financial performance. The CEO reviews the financial information presented on a consolidated basis for purposes of allocating resources and evaluating the Company's financial performance. Accordingly, the Company has determined that it operates in a single reporting segment (the "ACV segment").

The ACV segment provides the Marketplace to facilitate business-to-business used vehicle sales between a Seller and a Buyer. Customers using the Marketplace are licensed automotive dealerships or other commercial automotive enterprises. At the election of the customer purchasing a vehicle, the Company can arrange third-party transportation services for the delivery of the purchased vehicle through its wholly owned subsidiary, ACV Transportation LLC. The Company can also provide the customer with financing for the purchased vehicle through its wholly owned subsidiary, ACV Capital LLC. ACV also provides data services that offer insights into the condition and value of used vehicles for transactions both on and off the Company's Marketplace. The ACV segment provides a wholesale auction marketplace to dealers and derives its revenues primarily from North America. The CODM assesses performance for the ACV segment and decides how to allocate resources based on net income (loss) that also is reported on the consolidated statement of operations as consolidated net income (loss). The CODM uses net income (loss) in budget versus actual analysis to measure performance and as a key input to make resource investment and management compensation decisions.

The following is the information used by the CODM in assessing segment performance:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenue	$ 193,703	$ 160,624	$ 376,400	$ 306,313
Less:				
Marketplace and service cost of revenue (excluding depreciation & amortization)	74,319	64,253	143,721	119,946
Customer assurance cost of revenue (excluding depreciation & amortization)	16,909	14,558	30,886	27,372
Marketplace operations	30,153	25,608	59,765	50,069
Technology and development	15,648	14,086	30,226	27,694
Sales and marketing	26,232	23,385	53,969	47,344
General and administrative	26,740	28,527	58,021	58,421
Depreciation and amortization	10,897	8,848	21,438	16,635
Total operating expenses	200,898	179,265	398,026	347,481
Loss from operations	(7,195)	(18,641)	(21,626)	(41,168)
Interest income	2,152	2,329	4,041	5,360
Interest expense	(2,286)	(606)	(4,196)	(1,141)
Provision for income taxes	(31)	145	334	585
Segment net loss	$ (7,298)	$ (17,063)	$ (22,115)	$ (37,534)

For the three and six months ended June 30, 2025 and 2024, revenue outside of the United States, based on the billing address of the customer, was not material. As of June 30, 2025 and December 31, 2024, long-lived assets located outside of the United States were not material.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our unaudited condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" relating to our financial condition and results of operations for the year ended December 31, 2024 included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission, or SEC, on February 19, 2025, or the Annual Report. Some of the information contained in this discussion and analysis, including information with respect to our financial condition or results of operations, business strategy and plans and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading "Special Note Regarding Forward-Looking Statements" in this Form 10-Q. You should review the "Risk Factors" section of our Annual Report for a discussion of important factors that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Our mission is to build and enable the most trusted and efficient Marketplace Platform for buying and selling used vehicles with transparency and comprehensive data that was previously unimaginable.

We provide a highly efficient and vibrant Marketplace Platform ("Marketplace Platform" or "Marketplace") for wholesale vehicle transactions and data services that offer transparent and accurate vehicle information to our customers. Our Marketplace Platform leverages data insights and technology to power our digital marketplace and data services, enabling our dealers and commercial partners to buy, sell, and value vehicles with confidence and efficiency. We strive to solve the challenges that the used automotive industry has faced for generations and provide powerful technology-enabled capabilities to our dealers and commercial partners who fulfill a critical role in the automotive ecosystem. We help dealers source and manage inventory and accurately price their vehicles as well as process payments, transfer titles, manage arbitrations, and finance and transport vehicles. Our Marketplace Platform encompasses:

- ***Digital Marketplace.*** Connects buyers and sellers of wholesale vehicles in an intuitive and efficient manner. Our core digital marketplace offerings are auctions in varying formats, which facilitate real time transactions of wholesale vehicles, and are accessible across multiple platforms including mobile apps, desktop, and directly through API integration. We also offer transportation, financing and assurance services to facilitate the entire transaction journey.
- ***Remarketing Centers.*** Provides an additional channel to provide dealers and commercial partners with auction services. At remarketing centers, vehicles may be auctioned onsite and/or launched into the digital marketplace. Additional services are offered at remarketing centers that are important to servicing commercial partners.
- ***Data Services.*** Offers insights into the condition and value of used vehicles for transactions both on and off our Marketplace and helps dealers, their end consumers, and commercial partners make more informed decisions and transact with confidence and efficiency. We enable dealers to manage their inventory and set pricing more effectively while turning vehicles faster and maximizing profit by leveraging predictive analytics informed by artificial intelligence, machine learning and market data.
- ***Data and Technology.*** Underpins everything we do, and powers our vehicle inspections, comprehensive vehicle intelligence reports, digital marketplace, inventory management software, and operations automation.

We have historically generated the majority of our revenue from our digital marketplace where we earn auction and ancillary fees from both buyers and sellers in each case only upon a successful auction. Buyer auction fees are variable based on the price of the vehicle, while seller auction fees include a fixed auction fee and an optional fee for the elective condition report associated with the vehicle. We also earn ancillary fees through additional value-added services to buyers and sellers in connection with the auction.

Our customers include participants on our Marketplace Platform and purchasers of our data services. Certain dealers and commercial partners purchase data services in connection with vehicle assessments, software subscriptions, and transactions that do not occur on our Marketplace. Our dealer customers include a majority of the top 100 used vehicle dealers in the United States.

Key Operating and Financial Metrics

We regularly monitor a number of operating and financial metrics in order to measure our current performance and estimate our future performance. Our business metrics may be calculated in a manner different than similar business metrics used by other companies.

	Three Months ended June 30,		Six Months ended June 30,	
	2025	2024	2025	2024
Marketplace Units	210,429	186,526	418,454	361,157
Marketplace GMV	$ 2.7 billion	$ 2.4 billion	$ 5.3 billion	$ 4.7 billion
Adjusted EBITDA	$ 18.6 million	$ 7.1 million	$ 32.5 million	$ 11.3 million

Marketplace Units

Marketplace Units is a key indicator of our potential for growth in Marketplace GMV and revenue. It demonstrates the overall engagement of our customers and our market share of wholesale transactions in the United States. We define Marketplace Units as the number of vehicles transacted within the applicable period. Marketplace Units transacted includes any vehicle that successfully reaches sold status, even if the auction is subsequently unwound, meaning the buyer or seller does not complete the transaction. These instances were immaterial in the periods presented. Marketplace Units exclude vehicles that were inspected by ACV, but not sold. Marketplace Units have generally increased as we have expanded our territory coverage, added new Marketplace Buyers and Marketplace Sellers and increased our share of wholesale transactions from existing customers. Because we only earn auction and ancillary fees in the case of a successful auction, Marketplace Units will remain a critical driver of our revenue growth.

Marketplace GMV

Marketplace GMV is primarily driven by the volume and dollar value of Marketplace Units transactions. We believe that Marketplace GMV acts as an indicator of our success, signaling satisfaction of dealers and buyers, and the health, scale, and growth of our business. We define Marketplace GMV as the total dollar value of vehicles transacted within the applicable period, excluding any auction and ancillary fees. Because our definition of Marketplace Units does not include vehicles inspected but not sold, and because the value of the vehicle sold is not recognized as revenue, GMV does not represent revenue earned by us. We expect that Marketplace GMV will continue to grow as Marketplace Units grow, though at a varying rate within a given applicable period, as Marketplace GMV is also impacted by the value of each vehicle transacted. In periods of declining used vehicle values, Marketplace GMV may decline even while Marketplace Units increase.

Marketplace Buyers

We define Marketplace Buyers as dealers or commercial partners with a unique customer ID that have transacted at least once in the last 12 months as a buyer on our Marketplace Platform. Marketplace Buyers include independent and franchise dealers buying on our marketplace.

Marketplace Sellers

We define Marketplace Sellers as dealers or commercial partners with a unique customer ID that have transacted at least once in the last 12 months as a seller on our Marketplace Platform. Marketplace Sellers include independent and franchise dealers selling on our marketplace, as well as commercial partners, consisting of commercial leasing companies, rental car companies, bank or other finance companies, who use our marketplace to sell their inventory.

We monitor the growth in both Marketplace Buyers and Marketplace Sellers as they each promote a more vibrant and healthy marketplace. We believe that our growth in Marketplace Sellers and Marketplace Buyers over time has been driven by the value proposition of our offerings, and our sales and marketing success, including our ability to attract new dealers and commercial partners to our Marketplace Platform. Based on our current position in the market, we believe that we have significant opportunity to continue to increase the number of Marketplace Buyers and Marketplace Sellers.

Adjusted EBITDA

Adjusted EBITDA is a performance measure that we use to assess our operating performance and the operating leverage in our business. We define Adjusted EBITDA as net income (loss), adjusted to exclude: depreciation and amortization, stock-based compensation expense, interest (income) expense, provision for income taxes, and other one-time, non-recurring items, when applicable, such as acquisition-related and restructuring expenses. We monitor Adjusted EBITDA as a non-GAAP financial measure to supplement the financial information we present in accordance with generally accepted accounting principles, or GAAP, to provide investors with additional information regarding our financial results. For further explanation of the uses and limitations of this measure and a reconciliation of our Adjusted EBITDA to the most directly comparable GAAP measure, net income (loss), please see "—Non-GAAP Financial Measures."

We expect Adjusted EBITDA to fluctuate in the near term as we continue to invest in our business and improve over the long term as we achieve greater scale in our business and efficiencies in our operating expenses.

Factors Affecting Our Performance

We believe that the growth and future success of our business depend on many factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address in order to sustain our growth, improve our results of operations, and increase profitability.

Increasing Marketplace Units

Increasing Marketplace Units is a key driver of our revenue growth. The transparency, efficiency and vibrancy of our marketplace is critical to our ability to grow our share of wholesale transactions from existing customers and attract new buyers and sellers to our Marketplace Platform. Failure to increase the number of Marketplace Units would adversely affect our revenue growth, operating results, and the overall health of our marketplace.

Grow Our Share of Wholesale Transactions from Existing Customers

Our success depends in part on our ability to grow our share of wholesale transactions from existing customers, increasing their engagement and spend on our Marketplace Platform. We remain in the early stages of penetrating our Marketplace Buyers' and Sellers' total number of wholesale transactions. As we continue to invest in eliminating key risks of uncertainty related to the auction process through our trusted and efficient Marketplace Platform, we expect that we will capture an increasing share of transactions from our existing buyers and sellers. Our ability to increase share from existing customers will depend on a number of factors, including our customers' satisfaction with our Marketplace Platform, competition, pricing and overall changes in our customers' engagement levels.

Add New Marketplace Buyers and Marketplace Sellers

We believe we have a significant opportunity to add new marketplace participants. As we expand our presence within our existing territories, we are able to drive increased liquidity and greater vehicle selection, which in turn improves our ability to attract new Marketplace Buyers and Marketplace Sellers. Additionally, we intend to add more commercial consignors to our Marketplace Platform and capture a greater share of vehicles in the wholesale market that are sold to dealers by commercial consignors through auctions and private sales.

Our ability to attract new Marketplace Buyers and Marketplace Sellers will depend on a number of factors including: the ability of our sales team to onboard dealers and commercial consignors onto our Marketplace Platform and ensure their satisfaction, the ability of our territory managers to build awareness of our brand, the ability of our vehicle condition inspectors, or VCIs, to cultivate relationships with our customers in their respective territories, and the effectiveness of our marketing efforts.

Grow Awareness for Our Offerings and Brand

Wholesale vehicle online penetration is in the early stages, lagging the consumer automotive market, and we expect more dealers and commercial partners to source and manage their inventory online. As the digitization of the wholesale automotive market accelerates, we believe that our digital marketplace is well positioned to capture a disproportionate share of that growth. We use targeted sales and marketing efforts to educate potential Marketplace Buyers and Marketplace Sellers as to the benefits of our offerings and drive adoption of our Marketplace Platform. Our ability to grow awareness of our offerings and brand depend on a number of factors, including:

- ***Secure Trusted Supply.*** The more trusted supply on our marketplace, the more buyers we can attract to our Marketplace Platform.
- ***Deepen Relationships with Dealers and Commercial Partners.*** We have a team of VCIs that regularly interacts with our customers, providing high-quality inspection services and developing strong customer relationships.
- ***Drive Customer Loyalty.*** Our loyal customers and referrals serve as a highly effective customer acquisition tool, and help drive our growth in a given territory.
- ***Grow Brand Awareness.*** We invest in promoting our brand via targeted marketing spend to increase customer awareness in the territories in which we operate.

Our future success is dependent on our ability to successfully grow our market presence and market and sell products to both new and existing customers.

Grow Value-Added and Data Services

We continue to drive customer adoption of our existing value-added and data services and introduce new and complementary products. Our ability to drive higher attachment rates of existing value-added services, such as ACV Transportation, ACV Capital, and ACV Max will help grow our revenue. We continue to drive customer adoption of our data services such as our inventory management system, which enables dealers to accurately price wholesale and retail inventory while maximizing profit by leveraging predictive analytics informed by artificial intelligence. These data services enable our customers to make more informed inventory management decisions both on and off our digital marketplace. In addition, we will continue to focus on developing new products and services that enhance our Marketplace Platform in areas including new data-powered products. Our ability to drive customer adoption of these products and services is dependent on the pricing of our products, the offerings of our competitors and the effectiveness of our marketing efforts.

Investment in Growth

We are actively investing in our business. In order to support our future growth and expanded product offerings, we expect this investment to continue. We anticipate that our operating expenses will increase as we continue to build our sales and marketing efforts, expand our employee base and invest in our technology development. The investments we make in our Marketplace Platform are designed to grow our revenue opportunity and to improve our operating results in the long term, but these investments could also delay our ability to achieve or sustain profitability in the near term. Our success is dependent on making value-generative investments that support our future growth.

Used Car Demand

Our success depends in part on sufficient demand for used vehicles. Our growth over the last several years has coincided with a rising consumer demand for used vehicles. Since early 2020 demand for cars has outpaced supply. During this period, we have seen new car supply have a significant impact on the supply of wholesale vehicles available within our marketplace. More recently, new vehicle supply has begun to increase, although still below 2019 levels. However, this increase in new vehicle supply has been coupled with higher interest rates which has made both new and used vehicles more expensive for retail consumers utilizing financing. Used car demand will be in part dependent on the economic health of the retail consumer and their ability to afford a vehicle purchase, which may be impacted by macroeconomic and geopolitical conditions, including the impact of changes in trade policies.

Used vehicle sales are also seasonal. Sales typically peak late in the first quarter and early in the second quarter, with the lowest relative level of industry vehicle sales occurring in the fourth quarter. Due to our growth since launch, our sales patterns to date have not been entirely reflective of the general seasonality of the used vehicle market, but we expect this to normalize as our business matures. Seasonality also impacts used vehicle pricing, with used vehicles depreciating at a faster rate in the last two quarters of each year and a slower rate in the first two quarters of each year. We may experience seasonal and other fluctuations in our quarterly results of operations, which may not fully reflect the underlying performance of our business. See the section titled “Seasonality” for additional information on the impacts of seasonality on our business.

Components of Results of Operations

Revenue

Marketplace and Service Revenue

We have historically generated the majority of our revenue from our digital marketplace where we earn auction and ancillary fees from both buyers and sellers, in each case only upon a successful auction. Our marketplace and service revenue consists principally of revenue earned from facilitating auctions and arranging for the transportation of vehicles purchased in such auctions.

We act as an agent when facilitating a vehicle auction through the marketplace. Auction and related fees charged to the buyer and seller are reported as revenue on a net basis, excluding the price of the auctioned vehicle in the transaction.

We act as a principal when arranging for the transportation of vehicles purchased on the marketplace and leverage our network of third-party transportation carriers to secure the arrangement. Transportation fees charged to the buyer are reported on a gross basis.

We also generate data services revenue through our True360 reports and ACV MAX inventory management software subscriptions and offer short-term inventory financing to eligible customers purchasing vehicles through the marketplace.

Customer Assurance Revenue

We also generate revenue by providing our Go Green assurance to sellers on the condition of certain vehicles sold on the marketplace, which is considered a guarantee under GAAP. This assurance option is only available for Go Green sellers on qualifying vehicles for which we have prepared the vehicle condition report. Customer assurance revenue also includes revenue from other price guarantee products offered to sellers. Customer assurance revenue is measured based upon the fair value of the guarantees that we provide. We expect the fair value per vehicle assured to decrease over time as we continue to improve the quality of our inspection product, which in turn reduces the costs of satisfying such assurance.

Operating Expenses

Marketplace and Service Cost of Revenue

Marketplace and service cost of revenue consists of third-party transportation carrier costs, titles shipping costs, customer support, website hosting costs, inspection costs related to data services and various other costs. These costs include salaries, benefits, bonuses and related stock-based compensation expenses, which we refer to as personnel expenses. We expect our marketplace and service cost of revenue to continue to increase in absolute dollars as we continue to scale our business and introduce new product and service offerings.

Customer Assurance Cost of Revenue

Customer assurance cost of revenue consists of the costs related to satisfying claims against the vehicle condition guarantees, and other price guarantees.

Operations and Technology

Operations and technology expense consists of costs for wholesale auction inspections, personnel costs related to payments and titles processing, transportation processing, product and engineering and other general operations and technology expenses. These costs include personnel-related expenses and other allocated facility and office costs. We expect that our operations and technology expense will increase in absolute dollars as our business grows, particularly as we incur additional costs related to continued investments in our marketplace, transportation capabilities and other technologies.

Selling, General and Administrative

Selling, general and administrative expense consists of costs resulting from sales, accounting, finance, legal, marketing, human resources, executive, and other administrative activities. These costs include personnel-related expenses, legal and other professional services expenses and other allocated facility and office costs. Also included in selling, general and administrative expense is advertising and marketing costs to promote our services. We expect that our selling, general and administrative expense will increase in absolute dollars as our business grows. However, we expect that our selling, general and administrative expense will decrease as a percentage of our revenue as our revenue grows over the longer term.

Depreciation and Amortization

Depreciation and amortization expense consists of depreciation of fixed assets, and amortization of acquired intangible assets and internal-use software.

Other Income (Expense)

Other income (expense) consists primarily of interest expense on our borrowings and interest earned on our marketable securities and cash and cash equivalents.

Provision for Income Taxes

Provision for income taxes consists of U.S. federal, state and foreign income taxes.

Results of Operations

The following table sets forth our Condensed Consolidated Statements of Operations data expressed as a percentage of total revenue for the periods presented:

	Three months ended June 30,			
	2025		2024	
	Amount	% of Revenue	Amount	% of Revenue
	(in thousands)			
Revenue:				
Marketplace and service revenue	$ 175,995	91 %	$ 144,126	90 %
Customer assurance revenue	17,708	9 %	16,498	10 %
Total revenue	193,703	100 %	160,624	100 %
Operating expenses:				
Marketplace and service cost of revenue (excluding depreciation & amortization) (1)	74,319	38 %	64,253	40 %
Customer assurance cost of revenue (excluding depreciation & amortization)	16,909	9 %	14,558	9 %
Operations and technology (1)	45,801	24 %	39,694	25 %
Selling, general, and administrative (1) (3) (5) (6)	52,972	27 %	51,912	32 %
Depreciation and amortization (2) (4)	10,897	6 %	8,848	6 %
Total operating expenses	200,898		179,265	
Loss from operations	(7,195)		(18,641)	
Other Income (expense):				
Interest income	2,152		2,329	
Interest expense	(2,286)		(606)	
Total other income (expense)	(134)		1,723	
Income (loss) before income taxes	(7,329)		(16,918)	
(Benefit from) provision for income taxes	(31)		145	
Net loss	$ (7,298)		$ (17,063)	

	Six months ended June 30,			
	2025		2024	
	Amount	% of Revenue	Amount	% of Revenue
	(in thousands)			
Revenue:				
Marketplace and service revenue	$ 341,932	91 %	$ 273,940	89 %
Customer assurance revenue	34,468	9 %	32,373	11 %
Total revenue	376,400	100 %	306,313	100 %
Operating expenses:				
Marketplace and service cost of revenue (excluding depreciation & amortization) (1)	143,721	38 %	119,946	39 %
Customer assurance cost of revenue (excluding depreciation & amortization)	30,886	8 %	27,372	9 %
Operations and technology (1) (6)	89,991	24 %	77,763	25 %
Selling, general, and administrative (1) (3) (5) (6)	111,990	30 %	105,765	35 %
Depreciation and amortization (2) (4)	21,438	6 %	16,635	5 %
Total operating expenses	398,026		347,481	
Income (loss) from operations	(21,626)		(41,168)	
Other Income (expense):				
Interest income	4,041		5,360	
Interest expense	(4,196)		(1,141)	
Total other income (expense)	(155)		4,219	
Income (loss) before income taxes	(21,781)		(36,949)	
Provision for income taxes	334		585	
Net income (loss)	$ (22,115)		$ (37,534)	

(1) Includes stock-based compensation expense as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Marketplace and service cost of revenue (excluding depreciation & amortization)	$ 281	$ 206	$ 586	$ 456
Operations and technology	4,077	3,813	8,351	7,250
Selling, general, and administrative	11,096	10,946	23,091	22,088
Stock-based compensation expense	$ 15,454	$ 14,965	$ 32,028	$ 29,794

(2) Includes acquired intangible asset amortization as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Depreciation and amortization	$ 2,591	$ 3,013	$ 5,364	$ 5,226

(3) Includes litigation-related costs as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Selling, general, and administrative	$ —	$ —	$ 1,100	$ 1,553

(4) Includes amortization of capitalized stock based compensation as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Depreciation and amortization	$ 1,504	$ 980	$ 2,967	$ 1,908

(5) Includes acquisition-related costs as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Selling, general, and administrative	$ —	$ 1,187	$ 403	$ 3,306

(6) Includes other adjustments as follows:	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
	(in thousands)		(in thousands)	
Selling, general, and administrative	$ —	$ 145	$ —	$ 189

Comparison of the three months ended June 30, 2025 and 2024

Revenue

Marketplace and Service Revenue

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Marketplace and service revenue	$ 175,995	$ 144,126	$ 31,869	22 %

The increase was primarily driven by an increase in auction marketplace revenue from our buyers and sellers, as well as an increase in revenue earned from arranging for the transportation of vehicles to buyers. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, auction marketplace revenue increased to $92.3 million from $75.4 million and other marketplace revenue increased to $75.4 million from $60.4 million. Revenue increases in the current quarter were primarily volume-driven and also impacted by higher buyer fee rates for the three months ended June 30, 2025 compared to the prior year period. The volume of Marketplace Units sold on the Marketplace Platform increased to 210,429 for the three months ended June 30, 2025 from 186,526 for the comparable prior year period which is an indicator of increased overall customer engagement. The wholesale automotive industry continues to transition to digital transactions, with an increasing amount of customers transacting digitally versus at physical auction houses. This industry transition, and our position as a leader in the area of digital wholesale automotive auctions, continues to drive more business to our Marketplace Platform. The average total revenue per Marketplace Unit increased for the three months ended June 30, 2025 compared to the three months ended June 30, 2024 due to the aforementioned higher buyer rates and customers adding more optional ancillary services to the auction such as transportation services and financing services which resulted in increase to both auction marketplace and other marketplace revenue. The increase in other marketplace revenue was primarily related to an increase in the revenue earned from the transportation of vehicles due to an increase in the number of units transported. To a lesser extent, acquisitions completed in 2024 drove increases in revenue in 2025 compared to 2024.

Customer Assurance Revenue

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Customer assurance revenue	$ 17,708	$ 16,498	$ 1,210	7 %

The customer assurance revenue increase was mainly driven by an increase in Go Green assurance revenue, resulting from an increase in units that elected the Go Green offering. Additionally, an increase in the estimated fair value on the Go Green offering per unit contributed to the year-over-year increase. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, Go Green assurance revenue increased to $16.2 million from $14.6 million. Other assurance revenue decreased to $1.5 million for the three months ended June 30, 2025 from $1.9 million for the three months ended June 30, 2024.

Operating Expenses

Marketplace and Service Cost of Revenue

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Marketplace and service cost of revenue (excluding depreciation & amortization)	$ 74,319	$ 64,253	$ 10,066	16 %
Percentage of revenue	38 %	40 %		

The increase primarily consisted of higher costs related to generating auction marketplace and other marketplace revenue. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, total cost attributed to generating auction marketplace revenue increased to $16.6 million from $14.2 million. The increase in auction marketplace cost of revenue is due to increased units sold through our marketplace and other costs of revenue associated with our prior year acquisitions. Other marketplace cost of revenues increased to $52.3 million for the three months ended June 30, 2025, compared to $44.9 million for the three months ended June 30, 2024, primarily due to an increase in the units transported to buyers from sellers. Marketplace and service costs of revenues as a percentage of revenue decreased during the three months ended June 30, 2025 compared to the three months ended June 30, 2024 as we continued our efforts to manage costs while growing our revenue.

Customer Assurance Cost of Revenue

	Three months ended June 30, 2025	Three months ended June 30, 2024	$ Change	% Change
	(in thousands)			
Customer assurance cost of revenue (excluding depreciation & amortization)	$ 16,909	$ 14,558	$ 2,351	16 %
Percentage of revenue	9 %	9 %		

The increase primarily consisted of costs attributable to our Go Green assurance offerings and was primarily driven by an increase in the number of arbitration claims due to increased volume of completed auctions where the customer elected the Go Green offering, and an increase in arbitration cost per unit sold. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, Go Green assurance cost of revenue increased to $14.7 million from $13.2 million. Other assurance cost of revenue increased to $2.2 million for the three months ended June 30, 2025, compared to $1.4 million for the three months ended June 30, 2024. Customer assurance cost of revenue as a percentage of revenue remained flat during the three months ended June 30, 2025 compared to the three months ended June 30, 2024.

Operations and Technology Expenses

	Three months ended June 30, 2025	Three months ended June 30, 2024	$ Change	% Change
	(in thousands)			
Operations and technology	$ 45,801	$ 39,694	$ 6,107	15 %
Percentage of revenue	24 %	25 %		

The increase is primarily due to higher personnel-related costs. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, personnel-related costs increased to $37.8 million from $33.8 million as a result of headcount increases from our prior year acquisitions. Software and technology costs increased to $5.1 million from $3.8 million in the three months ended June 30, 2025 compared to the three months ended June 30, 2024 as a result of continued investment in our technology and infrastructure amid ongoing business growth. Other expenses increased to $2.9 million from $2.1 million in the three months ended June 30, 2025 compared to June 30, 2024. Operations and technology expense as a percentage of revenue decreased during the three months ended June 30, 2025 compared to the three months ended June 30, 2024 as we continued our efforts to effectively manage costs while growing revenue.

Selling, General, and Administrative Expenses

	Three months ended June 30, 2025	Three months ended June 30, 2024	$ Change	% Change
	(in thousands)			
Selling, general, and administrative	$ 52,972	$ 51,912	$ 1,060	2 %
Percentage of revenue	27 %	32 %		

The increase is primarily due to higher personnel-related costs. For the three months ended June 30, 2025 compared to the three months ended June 30, 2024, personnel-related costs increased to $45.1 million from $42.2 million, primarily as a result of headcount increases from our prior year acquisitions. Non-personnel expenses in the three months ended June 30, 2025 compared to the three months ended June 30, 2024 decreased to $7.9 million from $9.7 million primarily due to lower bad debt expense resulting from our improved collections experience on receivables due from Marketplace Buyers. Selling, general, and administrative expenses decreased as a percentage of revenue during the three months ended June 30, 2025 compared to the three months ended June 30, 2024 as we continued our efforts to effectively manage costs while growing revenue.

Depreciation and Amortization

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Depreciation and amortization	$ 10,897	$ 8,848	$ 2,049	23 %
Percentage of revenue	6 %	6 %		

The increase is primarily due to an increase of $2.3 million in amortization of internal-use software costs due to the placing of internal-use software projects into service and the subsequent recognition of amortization expense. Depreciation and amortization as a percentage of revenue remained flat during the three months ended June 30, 2025 compared to the three months ended June 30, 2024.

Interest Income

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Interest income	$ 2,152	$ 2,329	$ (177)	(8) %

The decrease was primarily driven by a lower balance in our marketable securities portfolio as we used the proceeds from sales and maturities of marketable securities to support acquisition activity in the prior year. Also, a lower average interest rate during the three months ended June 30, 2025 compared to the three months ended June 30, 2024 contributed to the decrease.

Interest Expense

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Interest expense	$ (2,286)	$ (606)	$ (1,680)	277 %

The increase during the three months ended June 30, 2025 was primarily driven by the interest and fees related to the Warehouse facility which was entered into on June 20, 2024. There was no interest expense on the Warehouse facility in the three months ended June 30, 2024 as we had no borrowings outstanding on the Warehouse facility during the period.

Provision for Income Taxes

	Three months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
(Benefit from) provision for income taxes	$ (31)	$ 145	$ (176)	(121)%

Our effective tax rate was approximately 0% and (1)% for the three months ended June 30, 2025 and 2024, respectively. The principal differences between the federal statutory rate and the effective tax rate are related to state taxes, foreign taxes and credits and the non-recognition of tax benefits for certain entities in a loss position for which a full valuation allowance has been recorded.

Comparison of the six months ended June 30, 2025 and 2024

Revenue

Marketplace and Service Revenue

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Marketplace and service revenue	$ 341,932	$ 273,940	$ 67,992	25 %

The increase was primarily driven by an increase in auction marketplace revenue from our buyers and sellers, as well as increases in revenue earned from arranging for the transportation of vehicles to buyers. Revenue increases were primarily volume-driven and buyer fee rates were higher for the six months ended June 30, 2025 compared to the prior year period. For the six months ended June 30, 2025 compared to the six months ended June 30, 2024, auction marketplace revenue increased to $182.3 million from $142.8 million and other marketplace revenue increased to $143.1 million from $114.9 million. The increase in other marketplace revenue was primarily related to an increase in the revenue earned from the transportation of vehicles due to an increase in the number of units transported. Revenue increases in the six month period were primarily volume-driven and also impacted by higher buyer fee rates for the six months ended June 30, 2025 compared to the prior year period. The volume of Marketplace Units sold on the Marketplace Platform increased to 418,454 for the six months ended June 30, 2025 from 361,157 for the comparable prior year period which is an indicator of increased overall customer engagement. The wholesale automotive industry continues to transition to digital transactions, with an increasing amount of customers transacting digitally versus at physical auction houses. This industry transition, and our position as a leader in the area of digital wholesale automotive auctions, continues to drive more business to our Marketplace Platform. The average total revenue per Marketplace Unit increased for the six months ended June 30, 2025 compared to the six months ended June 30, 2024 due to the aforementioned higher buyer rates and customers adding more optional ancillary services to the auction such as transportation services and financing services which resulted in increase to both auction marketplace and other marketplace revenue. The increase in other marketplace revenue was primarily related to an increase in the revenue earned from the transportation of vehicles due to an increase in the number of units transported. To a lesser extent, acquisitions completed in 2024 drove increases in revenue in 2025 compared to 2024.

Customer Assurance Revenue

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Customer assurance revenue	$ 34,468	$ 32,373	$ 2,095	6 %

The customer assurance revenue increase was primarily driven by an increase in Go Green assurance revenue, driven by an increase in units that elected the Go Green offering. Additionally, an increase in the estimate fair value of the Go Green offering per unit contributed to the year-over-year increase. For the six months ended June 30, 2025 compared to the six months ended June 30, 2024, Go Green assurance revenue increased to $31.1 million from $28.8 million. Other assurance revenue decreased to $3.4 million for the six months ended June 30, 2025 from $3.5 million for the six months ended June 30, 2024.

Operating Expenses

Marketplace and Service Cost of Revenue

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Marketplace and service cost of revenue (excluding depreciation & amortization)	$ 143,721	$ 119,946	$ 23,775	20 %
Percentage of revenue	38 %	39 %		

The increase primarily consisted of higher costs related to generating auction marketplace and other marketplace revenue. For the six months ended June 30, 2025 compared to the six months ended June 30, 2024, total cost attributed to generating auction marketplace revenue increased to $33.2 million from $23.9 million. The increase in auction marketplace cost of revenue is due to increased units sold through our marketplace and other costs of revenue associated with our prior year acquisitions. Other marketplace cost of revenues increased to $100.0 million for the six months ended June 30, 2025, compared to $85.7 million for the six months ended June 30, 2024, primarily due to an increase in the units transported to buyers from sellers. Marketplace and services cost of revenues as a percentage of revenue decreased during the six months ended June 30, 2025 compared to the six months ended June 30, 2024 as we continued our efforts to effectively manage costs while growing revenue.

Customer Assurance Cost of Revenue

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Customer assurance cost of revenue (excluding depreciation & amortization)	$ 30,886	$ 27,372	$ 3,514	13 %
Percentage of revenue	8 %	9 %		

The increase primarily consisted of costs attributable to our Go Green assurance offerings and was primarily driven by an increase in the number of arbitration claims due to increased volume of completed auctions where the customer elected the Go Green offering, and an increase in arbitration cost per unit sold. For the six months ended June 30, 2025, Go Green assurance cost of revenue increased to $27.3 million from $24.9 million in the six months ended June 30, 2024. For the six months ended June 30, 2025, other assurance cost of revenue increased to $3.5 million from $2.5 million in the six months ended June 30, 2024. Customer assurance cost of revenues as a percentage of revenue decreased during the six months ended June 30, 2025 compared to the six months ended June 30, 2024 as we continued to manage arbitration costs and grow revenue.

Operations and Technology Expenses

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Operations and technology	$ 89,991	$ 77,763	$ 12,228	16 %
Percentage of revenue	24 %	25 %		

The increase is primarily due to higher personnel-related costs. For the six months ended June 30, 2025 compared to the six months ended June 30, 2024, personnel-related costs increased to $75.3 million from $66.0 million as a result of headcount increases from our prior year acquisitions and stock-based compensation in 2025. Software and technology expenses increased to $10.1 million from $7.8 million as a result of continued investment in our technology and infrastructure amid ongoing business growth. Other expenses increased to $4.5 million from $3.9 million in the six months ended June 30, 2025 compared to the six months ended June 30, 2024. Operations and technology expense as a percentage of revenue decreased during the six months ended June 30, 2025 compared to the six months ended June 30, 2024 as we continued our efforts to effectively manage costs while growing our revenue.

Selling, General, and Administrative Expenses

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Selling, general, and administrative	$ 111,990	$ 105,765	$ 6,225	6 %
Percentage of revenue	30 %	35 %		

The increase primarily consisted of higher personnel-related costs. For the six months ended June 30, 2025 compared to the six months ended June 30, 2024, personnel-related costs increased to $92.3 million from $85.1 million, primarily as a result of headcount increases and increased stock-based compensation in 2025. Non-personnel expenses decreased to $19.7 million in the six months ended June 30, 2025 from $20.7 million in the six months ended June 30, 2024 primarily due to lower bad debt expense resulting from our improved collections experience on receivables due from Marketplace Buyers. Selling, general, and administrative expenses as a percentage of revenue decreased during the six months ended June 30, 2025 compared to the six months ended June 30, 2024 as we continued our efforts to effectively manage costs while growing revenue.

Depreciation and Amortization

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Depreciation and amortization	$ 21,438	$ 16,635	$ 4,803	29 %
Percentage of revenue	6 %	5 %		

The increase is primarily due to an increase of $4.4 million in amortization of internal-use software costs. The increase in depreciation and amortization as a percentage of revenue is primarily due to the placing of internal-use software projects into service and the subsequent recognition of amortization expense.

Interest Income

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Interest income	$ 4,041	$ 5,360	$ (1,319)	(25) %

The decrease was primarily driven by a lower balance in our marketable securities portfolio as we used the proceeds from sales and maturities of marketable securities to support acquisition activity in the prior year. Also, a lower average interest rate during the six months ended June 30, 2025 compared to the six months ended June 30, 2024 contributed to the decrease.

Interest Expense

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Interest expense	$ (4,196)	$ (1,141)	$ (3,055)	268 %

The increase during the six months ended June 30, 2025 was primarily driven by the interest and fees related to the Warehouse facility which was entered into on June 20, 2024. There was no interest expense on the Warehouse facility in the six months ended June 30, 2024 as we had no borrowings outstanding on the Warehouse facility during the period.

Provision for Income Taxes

	Six months ended June 30,		$ Change	% Change
	2025	2024		
	(in thousands)			
Provision for income taxes	$ 334	$ 585	$ (251)	(43) %

Our effective tax rate was approximately (2%) and (2%) for the six months ended June 30, 2025 and 2024, respectively. The principal differences between the federal statutory rate and the effective tax rate are related to state taxes, foreign taxes and credits and the non-recognition of tax benefits for certain entities in a loss position for which a full valuation allowance has been recorded.

Non-GAAP Financial Measures

Adjusted EBITDA

We report our financial results in accordance with GAAP. However, management believes that Adjusted EBITDA, a non-GAAP financial measure, provides investors with additional useful information in evaluating our performance.

Adjusted EBITDA is a financial measure that is not presented in accordance with GAAP. We believe that Adjusted EBITDA, when taken together with our financial results presented in accordance with GAAP, provides meaningful supplemental information regarding our operating performance and facilitates internal comparisons of our historical operating performance on a more consistent basis by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of Adjusted EBITDA is helpful to our investors as it is a measure used by management in assessing the health of our business and evaluating our operating performance, as well as for internal planning and forecasting purposes.

Adjusted EBITDA is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Some of these limitations include that: (i) it does not properly reflect capital commitments to be paid in the future; (ii) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and Adjusted EBITDA does not reflect these capital expenditures; (iii) it does not consider the impact of stock-based compensation expense; (iv) it does not reflect other non-operating income and expenses, including interest income and expense; (v) it does not consider the impact of any contingent consideration liability valuation adjustments; (vi) it does not reflect tax payments that may represent a reduction in cash available to us; (vii) it does not include the amortization of acquired intangible assets but it does include the revenue that these acquired intangible assets contribute to the enterprise; and (viii) it does not reflect other one-time, non-recurring items, when applicable, such as acquisition-related and restructuring expenses. In addition, our use of Adjusted EBITDA may not be comparable to similarly titled measures of other companies because they may not calculate Adjusted EBITDA in the same manner, limiting its usefulness as a comparative measure. Because of these limitations, when evaluating our performance, you should consider Adjusted EBITDA alongside other financial measures, including our net loss and other results stated in accordance with GAAP.

The following table presents a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure stated in accordance with GAAP, for the periods presented:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net income (loss)	$ (7,298)	$ (17,063)	$ (22,115)	$ (37,534)
Depreciation and amortization	10,904	8,880	21,450	16,682
Stock-based compensation	15,454	14,965	32,028	29,794
Interest expense (income)	134	(1,723)	155	(4,219)
Provision for income taxes	(31)	145	334	585
Acquisition-related costs	—	1,187	403	3,306
Litigation-related costs [1]	—	—	1,100	1,553
Other	(586)	687	(870)	1,180
Adjusted EBITDA	$ 18,577	$ 7,078	$ 32,485	$ 11,347

(1) Litigation-related costs are related to an anti-competition case which we do not consider to be representative of our underlying operating performance

Non-GAAP Net income (loss)

We report our financial results in accordance with GAAP. However, management believes that Non-GAAP Net income (loss), a financial measure that is not presented in accordance with GAAP, provides investors with additional useful information to measure operating performance and current and future liquidity when taken together with our financial results presented in accordance with GAAP. By providing this information, we believe management and the users of the financial statements are better able to understand the financial results of what we consider to be our continuing operations.

We believe that providing non-GAAP financial measures that exclude stock-based compensation expense allows for more meaningful comparisons between our operating results from period to period. We exclude amortization of acquired intangible assets from the calculation of Non-GAAP Net income (loss). We believe that excluding the impact of amortization of acquired intangible assets allows for more meaningful comparisons between operating results from period to period as the underlying intangible assets are valued at the time of acquisition and are amortized over several years after the acquisition.

We exclude contingent consideration liability valuation adjustments associated with the purchase consideration of transactions accounted for as business combinations. We also exclude certain other one-time, non-recurring items, when applicable, such as acquisition-related and restructuring expenses, because we do not consider such amounts to be part of our ongoing operations nor are they comparable to prior periods nor predictive of future results.

Non-GAAP Net income (loss) is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP. Some of these limitations include that: (i) it does not consider the impact of stock-based compensation expense; (ii) although amortization is a non-cash charge, the underlying assets may need to be replaced and Non-GAAP Net income (loss) does not reflect these capital expenditures; (iii) it does not consider the impact of any contingent consideration liability valuation adjustments; (iv) it does not include the amortization of acquired intangible assets but it does include the revenue that these acquired intangible assets contribute to the enterprise; and (v) it does not consider the impact of other one-time charges, such as acquisition-related and restructuring expenses, which could be material to the results of our operations. In addition, our use of Non-GAAP Net income (loss) may not be comparable to similarly titled measures of other companies because they may not calculate Non-GAAP Net income (loss) in the same manner, limiting its usefulness as a comparative measure. Because of these limitations, when evaluating our performance, you should consider Non-GAAP Net income (loss) alongside other financial measures, including our net loss and other results stated in accordance with GAAP.

The following table presents a reconciliation of Non-GAAP Net income (loss) to net loss, the most directly comparable financial measure stated in accordance with GAAP, for the periods presented:

	Three months ended June 30,		Six months ended June 30,	
	2025	**2024**	**2025**	**2024**
Net income (loss)	$ (7,298)	$ (17,063)	$ (22,115)	$ (37,534)
Stock-based compensation	15,454	14,965	32,028	29,794
Amortization of acquired intangible assets	2,591	3,013	5,364	5,226
Amortization of capitalized stock based compensation	1,504	980	2,967	1,908
Acquisition-related costs	—	1,187	403	3,306
Litigation-related costs [1]	—	—	1,100	1,553
Other	—	145	—	189
Non-GAAP Net income (loss)	$ 12,251	$ 3,227	$ 19,747	$ 4,442

(1) Litigation-related costs are related to an anti-competition case which we do not consider to be representative of our underlying operating performance

Liquidity and Capital Resources

We have financed operations since our inception primarily through our marketplace revenue, proceeds from sales of equity securities, and debt facilities.

As of June 30, 2025, our principal sources of liquidity were cash and cash equivalents totaling $258.4 million, and investments in marketable securities totaling $46.4 million. We believe that our existing cash and cash equivalents, marketable securities, and cash flow from operations will be sufficient to support working capital and capital expenditure requirements for at least the next 12 months and for the long-term. Our future capital requirements over the long-term will depend on many factors, including volume of sales with existing customers, expansion of sales and marketing activities to acquire new customers, timing and extent of spending to support development efforts and introduction of new and enhanced services. We may, in the future, enter into arrangements to acquire or invest in complementary businesses, products, and technologies. We may be required to seek additional equity or debt financing. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, results of operations and financial condition.

As of June 30, 2025, our principal commitments primarily consist of long-term debt and leases for facilities. We have $4.2 million of lease obligations due within a year, and an additional $37.4 million of lease obligations due at various dates through 2039.

In order to compete successfully and sustain operations at current levels over the next 12 months, we will be required to devote a significant amount of operating cash flow to our human capital in the form of salaries and wages. Additionally, we enter into purchase commitments for goods and services made in the ordinary course of business. These purchase commitments include goods and services received and recorded as liabilities as of June 30, 2025 as well as goods and services which have not yet been delivered or performed and have, therefore, not been reflected in our unaudited Condensed Consolidated Balance Sheets and unaudited Condensed Consolidated Statements of Operations. These commitments typically become due after the delivery and completion of such goods or services.

We settle transactions among buyers and sellers using the marketplace and, as a result, the value of the vehicles passes through our balance sheet. Because our receivables typically have been, on average, settled faster than our payables, our cash position at each balance sheet date has been bolstered by marketplace float. Changes in working capital vary from quarter-to-quarter as a result of GMV and the timing of collections and disbursements of funds related to auctions completed near period end.

Our Debt Arrangements

2021 Revolver

On August 24, 2021, ACV entered into a revolving credit facility (the “2021 Revolver”). The Revolver was established to provide general financing to us and is secured by substantially all of our assets except for certain finance receivables. As of June 30, 2025, the maximum borrowing capacity under the Revolver is $250.0 million and includes a sub facility that provides for the issuance of letters of credit up to $20.0 million outstanding at any time. Through June 26, 2025, the interest rate on the Revolver was, at our option, either (a) the Secured Overnight Financing Rate (“SOFR”) (or a replacement rate established in accordance with the terms of the credit agreement for the Revolver) subject to a 0.00% SOFR floor), plus a margin of 2.75% per annum plus an additional credit spread adjustment of 0.11% for daily and one-month terms, 0.26% for three-month terms and 0.43% for six-month terms or (b) the Alternate Base Rate plus a margin of 1.75% per annum. The Alternate Base Rate was defined as the highest of (a) the Wall Street Journal prime rate, (b) the NYFRB rate plus 0.5% and (c) 1.00% plus the adjusted SOFR rate for a one-month interest period.

On June 26, 2025, we entered into Amendment No. 4 (the “ Fourth Amendment”) to the Revolver which modifies the credit agreement (i) to increase the committed amount of our revolving credit facility thereunder from $160 million to $250 million, (ii) to extend the maturity date thereof from August 24, 2026 to June 26, 2030, (iii) to modify our minimum total revenue financial covenant to take into account such maturity date extension, (iv) to include a new maximum total net leverage ratio that will be effective as of the earlier of five business days after our election and July 30, 2027, as more particularly described in the Revolving Credit Agreement, as amended (the “Covenant Conversion Date”), after which our minimum liquidity and minimum total revenue financial covenants will no longer be applicable, (v) to provide for more favorable pricing of the loans on and after the Covenant Conversion Date, and (vi) to amend certain other items in connection with the foregoing. Borrowings under the Revolver will continue to bear interest, at our option, at either the Term SOFR Rate or the Alternate Base Rate plus a margin equal to the Applicable Rate. Pursuant to the Fourth Amendment, the Applicable Rate is (x) 2.75% prior to the Covenant Conversion Date and 2.500% thereafter for loans accruing interest at the Term SOFR Rate and (y) 1.750% prior to the Covenant Conversion Date and 1.500% thereafter for loans accruing interest at the Alternate Base Rate, in each case, subject to the terms of the Credit Agreement.

From and after the Covenant Conversion Date, we will be subject to a maximum total net leverage ratio covenant of (i) 4.0 to 1.0 for any measurement period ending on or prior to the second fiscal quarter following June 30, 2027 and (ii) 3.5 to 1.0 thereafter.

As of June 30, 2025, $100.0 million was drawn under the 2021 Revolver with an interest rate of 9.25%, and there were outstanding letters of credit issued under the 2021 Revolver in the amount of $3.3 million.

Warehouse Facility

On June 20, 2024, we entered into a revolving credit and security agreement with CitiBank, NA, providing for a revolving warehouse facility (the "Warehouse Facility") with a maximum principal amount of $125.0 million. The revolving feature on the facility ends on June 20, 2026 and the facility matures twelve months later, unless sooner terminated or extended in accordance with its terms. The revolving credit facility was established to provide liquidity to fund new originations of auto floorplan loans by ACV Capital. The facility is secured by all assets of ACV Funding, including the auto floorplan loans owned by it.

Advances under the Warehouse Facility funded by asset-backed commercial paper conduit through the issuance of commercial paper notes will bear interest generally at a rate equivalent to the weighted average annual rate of all commercial paper notes issued by the commercial paper conduit to fund its advances, plus a margin of 3.00%. Advances funded by lenders that are not commercial paper conduits, or by commercial paper conduits funded through means other than the issuance of commercial paper notes, will bear interest generally at a rate equal to (i) Term SOFR for a period of one-month (subject to a 0.00% floor), plus 0.11448% or, in certain circumstances, the Alternate Base Rate, plus (ii) a margin of 3.00%. The Alternate Base Rate is the highest of (a) the prime rate quoted in the Wall Street Journal, (b) the NYFRB rate plus 0.50% and (c)(i) 1.00% plus (ii) the Term SOFR rate for a one-month interest period. The interest rate may be increased under certain circumstances, including upon the occurrence of an early amortization event or event of default under the warehouse documentation. ACV Funding must also pay upfront any unused fees in connection with the facility. As of June 30, 2025 borrowings under the Warehouse Facility were $86.5 million with an interest rate of 7.40%.

We were in compliance with all such applicable covenants as of June 30, 2025, and believe we are in compliance as of the date of this Quarterly Report on Form 10-Q.

Cash Flows from Operating, Investing, and Financing Activities

The following table shows a summary of our cash flows for the periods presented:

	Six months ended June 30,	
	2025	2024
Net cash provided by operating activities	$ 80,339	$ 47,491
Net cash used in investing activities	(93,646)	(3,997)
Net cash provided by (used in) financing activities	47,398	(11,025)
Effect of exchange rate changes	209	(68)
Net increase in cash, cash equivalents, and restricted cash	$ 34,300	$ 32,401

Operating Activities

Our largest source of operating cash is cash collection from fees earned on our marketplace. Our primary uses of cash from operating activities are for personnel expenses, sales and marketing expenses and overhead expenses.

In the six months ended June 30, 2025 and 2024, net cash provided by operating activities was $80.3 million and $47.5 million, respectively. Net cash provided by operating activities during the six months ended June 30, 2025 and 2024 consisted primarily of an increase in accounts payable to sellers and cash earnings partially offset by an increase in accounts receivable from buyers. The increase in cash provided by operating activities during the six months ended June 30, 2025 relative to the six months ended June 30, 2024 is primarily due to a higher volume of transactions and the timing of collections and disbursements of funds related to auctions completed near period end and increased cash earnings.

Investing Activities

In the six months ended June 30, 2025 and 2024, net cash used in investing activities was $93.6 million and $4.0 million, respectively. Net cash used in investing activities during the six months ended June 30, 2025 was primarily related to the increase in finance receivables and capitalized software development. Net cash used in investing activities during the six months ended June 30, 2024 was primarily related to business acquisitions along with capitalized software development, partially offset by the sales/maturities of a portion of our marketable securities portfolio to support our business acquisition transactions.

The increase in net cash used in investing activities during the six months ended June 30, 2025 relative to the six months ended June 30, 2024 was primarily driven by an increase in the finance receivables portfolio as well as an overall decrease in net marketable securities and acquisition activity.

Financing Activities

In the six months ended June 30, 2025 and 2024, net cash provided by (used in) financing activities was $47.4 million and $(11.0) million, respectively. Net cash provided by financing activities during the six months ended June 30, 2025 relates to proceeds, net of repayments, from long term debt, partially offset by payments of RSU tax withholding in exchange for common shares surrendered by RSU holders. Net cash used in financing activities during the six months ended June 30, 2024 related to payments of RSU tax withholding in exchange for common shares surrendered by RSU holders as well as repayments, net of proceeds, of long term debt.

The increase during the six months ended June 30, 2025 relative to the six months ended June 30, 2024 was primarily the result of increased net borrowings of long-term debt during the period.

Seasonality

The volume of vehicles sold through our auctions generally fluctuates from quarter to quarter. This seasonality is caused by several factors, including holidays, weather, the seasonality of the retail market for used vehicles and the timing of federal tax returns, which affects the demand side of the auction industry. As a result, revenue and operating expenses related to volume will fluctuate accordingly on a quarterly basis. In the fourth quarter, we typically experience lower used vehicle auction volume as well as additional costs associated with the holidays. Seasonally depressed used vehicle auction volume typically continues during the winter months through the first quarter. Typical seasonality trends may not be observed in periods where other external factors more significantly impact the industry.

Critical Accounting Estimates

Our financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe are reasonable under the circumstances, however, our actual results could differ from these estimates.

There have been no material changes to our critical accounting estimates as compared to those disclosed in the Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates.

Interest Rate Risk

We had cash and cash equivalents of $258.4 million and marketable securities of $46.4 million as of June 30, 2025, which consisted of interest-bearing investments with maturities of three months or less and investment grade securities respectively. Interest-earning instruments carry a degree of interest rate risk as increases in rates will negatively affect the fair value of our marketable securities. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. We had borrowings from banks of $186.5 million as of June 30, 2025. The interest rate paid on these borrowings is variable, indexed to SOFR. Therefore, increases in interest rates will increase the interest expense on these borrowings. A hypothetical 100 basis point change in interest rates would not result in a material impact on our condensed consolidated financial statements.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

The Company's management, with the participation of the Company's Chief Executive Officer and the Company's Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2025. Based on the evaluation of the Company's disclosure controls and procedures as of June 30, 2025, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

The Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that the Company's disclosure controls and procedures or the Company's internal control over financial reporting will prevent or detect all errors and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We are not presently subject to any pending or threatened litigation that we believe, if determined adversely to us, would individually, or taken together, reasonably be expected to have a material adverse effect on our business or financial results. The material set forth in Note 5 (pertaining to information regarding legal contingencies) of the Notes of the Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in the Annual Report. Refer to the Annual Report for a complete discussion of our potential risks and uncertainties related to our business and on investment in our Common Stock. The risks and uncertainties described in our Annual Report are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any risks not specified in our Annual Report materialize, our business, financial condition and results of operations could be materially and adversely affected. See also "Special Note Regarding Forward-Looking Statements" in this Quarterly Report on Form 10-Q for additional information.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Recent Sales of Unregistered Equity Securities

Not applicable.

(b) Use of Proceeds

Not applicable.

(c) Issuer Purchases of Equity Securities

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Our Section 16 officers (as defined in Rule 16a-1 under the Exchange Act) may from time to time enter into plans for the purchase or sale of ACV stock that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act.

During the quarter ended June 30, 2025, the following Section 16 officers adopted, modified, or terminated "Rule 10b5-1 trading arrangements" (as defined in Item 408 under Regulation S-K of the Exchange Act):

- On April 7, 2025, William Zerella, ACV's Chief Financial Officer, terminated a trading plan. The Plan was originally entered into on September 9, 2024 and contemplated the sale of up to 140,000 shares between January 7, 2025 and June 12, 2025, subject to certain volume limitations and excluding specified "No Sale" periods. Prior to its termination, the Plan was scheduled to terminate on June 12, 2025. 45,000 shares were sold under the Plan prior to its termination.

- On June 11, 2025, Andrew Peer, ACV's Chief Accounting Officer, adopted a trading plan. Mr. Peer's trading plan provides for the sale of up to24,500 shares plus a number of shares to be determined based on net vesting of RSUs. The first trade will not occur until September 15, 2025 at the earliest. Mr. Peer's trading plan is scheduled to terminate on June 30, 2026.

- On June 12, 2025, Vikas Mehta, ACV's Chief Operating Officer, modified his trading plan that was put into place on December 11, 2024. Mr. Mehta's modified trading plan provides for the sale of up to 132,000 shares. The first trade will not occur until September 11, 2025 at the earliest. Mr. Mehta's modified trading plan is scheduled to terminate on March 31, 2026.

- On June 13, 2025, George Chamoun, ACV's Chief Executive Officer, adopted a trading plan. Mr. Chamoun's trading plan provides for the sale of up to 600,000 shares. The first trade will not occur until September 16, 2025 at the earliest. Mr. Chamoun's trading plan is scheduled to terminate on March 13, 2026.

The Rule 10b5-1 trading arrangements described above were terminated, adopted, and pre-cleared in accordance with ACV’s Insider Trading Policy and actual sale transactions made pursuant to such trading arrangements will be disclosed publicly in future Section 16 filings with the SEC. Other than disclosed above, no other officer adopted, modified or terminated a Rule 10b5-1 trading arrangement or “non-Rule 10b5-1 trading arrangement” (as defined in Item 408 of Regulation S-K) during the three months ended June 30, 2025.

Item 6. Exhibits.

Exhibit Number	Description	Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.			3.1		X
3.2	Amended and Restated Bylaws of the Registrant, as currently in effect.	8-K	001-40256	3.1	July 29, 2024	
10.1	Amendment No. 4, dated June 26, 2025, to Revolving Credit Agreement, dated as of August 24, 2021, among ACV Auctions Inc., the lenders party thereto and JPMorgan Chase Bank, N.A. as Administrative Agent.	8-K	001-40256	10.1	July 1, 2025	
10.2	Employee Stock Purchase Plan as amended, restated and continued as of May 22, 2025					X
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					

101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* This certification is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ACV Auctions Inc.

Date: Aug 11, 2025	By:	/s/ George Chamoun
		George Chamoun
		Chief Executive Officer and Director
Date: Aug 11, 2025	By:	/s/ William Zerella
		William Zerella
		Chief Financial Officer

ELEVENTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ACV AUCTIONS INC.

ACV Auctions Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the " ***DGCL***"), does hereby certify that:

ONE: The name of this corporation is ACV Auctions Inc. The date of filing of the original certificate of incorporation of this corporation with the Secretary of State of the State of Delaware was December 30, 2014

TWO: This Eleventh Amended and Restated Certificate of Incorporation, which restates and integrates and also further amends the provisions of the corporation's certificate of incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL. This Eleventh Amended and Restated Certificate of Incorporation shall be effective on filing with the Secretary of State of Delaware (the "***Effective Time***")

THREE: Pursuant to Sections 242 and 245 of the DGCL, the certificate of incorporation of this corporation, as heretofore amended, is hereby amended, integrated and restated to read in its entirety as follows:

I.

The name of this corporation is ACV Auctions Inc. (the "***Corporation***").

II.

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, DE, 19808, and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Services Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the " ***DGCL***").

IV.

A. As of the Effective Time, each share of the Corporation's Class A Common Stock, par value $0.001 per share outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified (the "***Reclassification***") to a share of validly issued, fully-paid and non-assessable Common Stock, par value $0.001 per share (the "***Common Stock***") automatically and without any action by the holder thereof upon the Effective Time. The par value of the Common Stock following the Reclassification shall remain at $0.001 per share. No fractional shares of Common Stock shall be issued as a result of the Reclassification and the powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock shall be identical to the previously authorized Class A Common Stock, as modified by this Eleventh Amended and Restated Certificate of Incorporation. From and after the Effective Time, the Corporation is authorized to issue two classes of stock designated, respectively, "Common Stock," and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is 2,020,000,000, consisting of 2,000,000,000 shares of Common Stock and 20,000,000 shares of Preferred Stock, par value $0.001 per share ("***Preferred Stock***").

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the " ***Board of Directors***") is hereby expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock, in one or more series, and to fix the number of shares of such series and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors and filed in accordance with the DGCL.

C. The number of authorized shares of Common Stock or Preferred Stock, or any series thereof, may be increased or decreased (but not below the number of shares thereof then outstanding plus, if applicable, the number of shares of such class or series reserved for issuance) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of stock of the Corporation entitled to vote thereon, without a separate vote of the holders of the Common Stock or Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock.

D. Except as provided above, the rights, preferences, privileges, restrictions and other matters relating to the Common Stock are as follows:

1. Definitions.

a. "***Acquisition***" means (A) any consolidation or merger of the Corporation with or into any other Entity, other than any such consolidation or merger in which the stockholders of the Corporation immediately prior to such consolidation or merger continue to hold a majority of the voting power of the surviving Entity in substantially the same proportions (or, if the surviving Entity is a wholly owned subsidiary of another Entity, the surviving Entity's Parent) immediately after such consolidation, merger or reorganization; or (B) any transaction or series of related transactions to which the Corporation is a party in which in excess of 50% of the Corporation's voting power is transferred or issued; provided that an Acquisition shall not include any transaction or series of transactions principally for bona fide equity financing purposes as determined in good faith by the Board.

b. "***Asset Transfer***" means the sale, lease, exclusive license, exchange or other disposition of all or substantially all the assets of the Corporation.

c. "***Bylaws***" means the bylaws of the Corporation, as amended and/or restated from time to time.

d. "***Certificate of Incorporation***" means the certificate of incorporation of the Corporation, as amended and/or restated from time to time, including the terms of any certificate of designation of any series of Preferred Stock.

e. "***Entity***" means any corporation, partnership, limited liability company or other legal entity.

f. "***Liquidation Event***" means (i) any Asset Transfer or Acquisition in which cash or other property is, pursuant to the express terms of the Asset Transfer or Acquisition, to be distributed to the stockholders in respect of their shares of capital stock in the Corporation or (ii) any liquidation, dissolution and winding up of the Corporation.

g. "***Parent***" of an Entity means any Entity that directly or indirectly owns or controls a majority of the voting power of the voting securities or interests of such Entity.

2. Rights Relating to Dividends, Subdivisions and Combinations.

a. Subject to the rights of holders of any Preferred Stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Any dividends paid to the holders of shares of Common Stock shall be paid pro rata, on an equal priority, pari passu basis.

b. The Corporation shall not declare or pay any dividend to the holders of Common Stock payable in securities of the Corporation unless the same dividend with the same record date and payment date shall be declared and paid on all shares of Common Stock.

3. Liquidation Rights. In the event of a Liquidation Event, upon the completion of the distributions required with respect to any Preferred Stock that may then be outstanding, the remaining assets of the Corporation legally available for distribution to stockholders, or consideration payable to the stockholders of the Corporation, in the case of an Acquisition constituting a Liquidation Event, shall be distributed on an equal priority, pro rata basis to the holders of Common Stock (and the holders of any Preferred Stock that may then be outstanding, to the extent required by the Certificate of Incorporation, including any certificate of designation with respect to any series of Preferred Stock); *provided, however*, for the avoidance of doubt, that compensation pursuant to any employment, consulting, severance or other compensatory arrangement to be paid to or received by a person who is also a holder of Common Stock does not constitute consideration or a "distribution to stockholders" in respect of the Common Stock.

4. Voting Rights.

a. Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

b. Voting Generally. Except as required by applicable law or the Certificate of Incorporation, the holders of Preferred Stock and Common Stock shall vote together and not as separate series or classes. Except as otherwise required by applicable law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Certificate of Incorporation or applicable law.

5. Redemption. The Common Stock is not redeemable.

V.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and stockholders, or any class thereof, as the case may be, it is further provided that:

A. Management of the Business. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. Subject to any rights of the holders of shares of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, the number of directors which shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors.

B. Board of Directors.

1. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, following the closing of the initial public offering of Common Stock to the public (the "Initial Public Offering") pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "1933 Act"), the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Each class shall consist, as nearly as possible, of a number of directors equal to one-third of the number of members of the Board of Directors authorized as provided in Section A of this Article V. The Board of Directors is authorized to assign members of the Board of Directors already in office to such classes at the time the classification becomes effective. At the first annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

2. Notwithstanding the foregoing provisions of this section, each director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

a.

C. Removal of Directors.

1. Subject to the rights of any series of Preferred Stock to remove directors elected by such series of Preferred Stock, following the closing of the Initial Public Offering, neither the entire Board of Directors nor any individual director may be removed from office without cause.

2. Subject to any limitations imposed by applicable law and the rights of any series of Preferred Stock to remove directors elected by such series of Preferred Stock, any individual director or the entire Board of Directors may be removed from office with cause by the affirmative vote of the holders of at least $66^{2/3}$% of the voting power of all the then-outstanding shares of the capital stock of the Corporation entitled to vote generally at an election of directors.

D. Vacancies. Subject to any limitations imposed by applicable law and subject to the rights of the holders of any series of Preferred Stock to elect additional directors or fill vacancies in respect of such directors, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors or by the sole remaining director, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified or such director's earlier death, resignation or removal.

E. Bylaw Amendments. The Board of Directors is expressly authorized and empowered to adopt, amend or repeal any provisions of the Bylaws. Any adoption, amendment or repeal of the Bylaws by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders shall also have power to adopt, amend or repeal the Bylaws; *provided, however,* that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least $66^{2/3}$% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

F. STOCKHOLDER ACTIONS.

1. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

2. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

3. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws.

VI.

A. The liability of the directors and officers for monetary damages shall be eliminated to the fullest extent permitted under applicable law. In furtherance thereof, a director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any repeal or modification of the foregoing two sentences shall not adversely affect any right or protection of a director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer to the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

B. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors and officers, then the liability of a director or officer to the Company shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

C. Any repeal or modification of this Article VI shall only be prospective and shall not adversely affect the rights or protections or increase the liability of any person under this Article VI as in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

A. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) and any appellate court therefrom shall be the sole and exclusive forum for the following claims or causes of action under Delaware statutory or common law: (A) any derivative claim or cause of action brought on behalf of the Corporation; (B) any claim or cause of action for breach of a fiduciary duty owed by any current or former director, officer or other employee of the Corporation, to the Corporation or the Corporation's stockholders; (C) any claim or cause of action against the Corporation or any current or former director, officer or other employee of the Corporation, arising out of or pursuant to any provision of the DGCL, the Certificate of Incorporation or the Bylaws; (D) any claim or cause of action seeking to interpret, apply, enforce or determine the validity of the Certificate of Incorporation or the Bylaws (including any right, obligation, or remedy thereunder); (E) any claim or cause of action as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; and (F) any claim or cause of action against the Corporation or any current or former director, officer or other employee of the Corporation, governed by the internal-affairs doctrine or otherwise related to the Corporation's internal affairs, in all cases to the fullest extent permitted by law and subject to the court having personal jurisdiction over the indispensable parties named as defendants. This Section A of Article VII shall not apply to claims or causes of action brought to enforce a duty or liability created by the Securities Act of 1933, as amended (the "***1933 Act***"), or the Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts have exclusive jurisdiction.

B. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the 1933 Act, including all causes of action asserted against any defendant to such complaint.

VIII.

A. Any person or entity holding, owning, or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of the Certificate of Incorporation.

B. The Corporation reserves the right to amend, alter, change or repeal, at any time and from time to time, any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph C. of this Article VIII, and all rights, preferences and privileges of whatsoever nature conferred upon the stockholders, directors or any other persons whomsoever by and pursuant to the Certificate of Incorporation are granted subject to this reservation.

C. Notwithstanding any other provisions of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of capital stock of the Corporation required by law or by the Certificate of Incorporation or any certificate of designation filed with respect to a series of Preferred Stock, the affirmative vote of the holders of at least 66⅔% of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote in the election of directors, voting together as a single class, shall be required to alter, amend or repeal (whether by merger, consolidation or otherwise), or adopt any provision inconsistent with, Articles V, VI, VII and VIII.

The Corporation has caused this Eleventh Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation on this [--] day of [--], 2025.

ACV AUCTIONS INC.

By: /s/ Leanne Fitzgerald

Leanne Fitzgerald

Chief Legal Officer

ACV AUCTIONS INC.

EMPLOYEE STOCK PURCHASE PLAN

This Employee Stock Purchase Plan (the "Plan") is effective May 22, 2025. The Plan is an amendment, restatement and continuation of the Company's 2021 Employee Stock Purchase Plan.

1. GENERAL; PURPOSE.

(a) The Plan provides a means by which Eligible Employees of the Company and certain designated Related Corporations may be given an opportunity to purchase shares of Common Stock. The Plan permits the Company to grant a series of Purchase Rights to Eligible Employees under an Employee Stock Purchase Plan. In addition, the Plan permits the Company to grant a series of Purchase Rights to Eligible Employees that do not meet the requirements of an Employee Stock Purchase Plan.

(b) The Plan includes two components: a 423 Component and a Non-423 Component. The Company intends (but makes no undertaking or representation to maintain) the 423 Component to qualify as an Employee Stock Purchase Plan. The provisions of the 423 Component, accordingly, will be construed in a manner that is consistent with the requirements of Section 423 of the Code. Except as otherwise provided in the Plan or determined by the Board, the Non-423 Component will operate and be administered in the same manner as the 423 Component.

(c) The Company, by means of the Plan, seeks to retain the services of such Employees, to secure and retain the services of new Employees and to provide incentives for such persons to exert maximum efforts for the success of the Company and its Related Corporations.

2. ADMINISTRATION.

(a) The Board or the Committee will administer the Plan. References herein to the Board shall be deemed to refer to the Committee except where context dictates otherwise.

(b) The Board will have the power, subject to, and within the limitations of, the express provisions of the Plan:

(i) To determine how and when Purchase Rights will be granted and the provisions of each Offering (which need not be identical).

(ii) To designate from time to time (A) which Related Corporations of the Company will be eligible to participate in the Plan, (B) whether such Related Corporations will participate in the 423 Component or the Non-423 Component, and (C) to the extent that the Company makes separate Offerings under the 423 Component, in which Offering the Related Corporations in the 423 Component will participate.

(iii) To construe and interpret the Plan and Purchase Rights, and to establish, amend and revoke rules and regulations for its administration. The Board, in the exercise of this power, may correct any defect, omission or inconsistency in the Plan, in a manner and to the extent it deems necessary or expedient to make the Plan fully effective.

(iv) To settle all controversies regarding the Plan and Purchase Rights granted under the Plan.

(v) To suspend or terminate the Plan at any time as provided in Section 12.

(vi) To amend the Plan at any time as provided in Section 12.

(vii) Generally, to exercise such powers and to perform such acts as it deems necessary or expedient to promote the best interests of the Company and its Related Corporations and to carry out the intent that the Plan be treated as an Employee Stock Purchase Plan with respect to the 423 Component.

(viii) To adopt such rules, procedures and sub-plans as are necessary or appropriate to permit or facilitate participation in the Plan by Employees who are foreign nationals or employed or located outside the United States. Without limiting the generality of, and consistent with, the foregoing, the Board specifically is authorized to adopt rules, procedures, and sub-plans regarding, without limitation, eligibility to participate in the Plan, the definition of eligible "earnings," handling and making of Contributions, establishment of bank or trust accounts to hold Contributions, payment of interest, conversion of local currency, obligations to pay payroll tax, determination of beneficiary designation requirements, withholding procedures and handling of share issuances, any of which may vary according to applicable requirements, and which, if applicable to a Related Corporation designated for participation in the Non-423 Component, do not have to comply with the requirements of Section 423 of the Code.

(c) The Board may delegate some or all of the administration of the Plan to a Committee or Committees. If administration is delegated to a Committee, the Committee will have, in connection with the administration of the Plan, the powers theretofore possessed by the Board that have been delegated to the Committee, including the power to delegate to a subcommittee any of the administrative powers the Committee is authorized to exercise (and references in this Plan and any Offering Document to the Board will thereafter be to the Committee or subcommittee), subject, however, to such resolutions, not inconsistent with the provisions of the Plan, as may be adopted from time to time by the Board. The Board may retain the authority to concurrently administer the Plan with the Committee and may, at any time, revest in the Board some or all of the powers previously delegated. Whether or not the Board has delegated administration of the Plan to a Committee, the Board will have the final power to determine all questions of policy and expediency that may arise in the administration of the Plan.

(d) All determinations, interpretations and constructions made by the Board in good faith will not be subject to review by any person and will be final, binding and conclusive on all persons.

3. Shares of Common Stock Subject to the Plan.

(a) Subject to the provisions of Section 11(a) relating to Capitalization Adjustments, the maximum number of shares of Common Stock that may be issued under the Plan will not exceed 2,800,000 shares of Common Stock, plus the number of shares of Common Stock that are automatically added on January 1st of each year for a period of up to ten years, commencing on the first January 1 following the year in which the IPO Date occurs and ending on (and including) January 1, 2031, in an amount equal to the lesser of (i) 1% of the total number of shares of Capital Stock outstanding on December 31st of the preceding calendar year, and (ii) 4,200,000 shares of Common Stock. Notwithstanding the foregoing, the Board may act prior to the first day of any calendar year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of shares of Common Stock than would otherwise occur pursuant to the preceding sentence. For the avoidance of doubt, up to the maximum number of shares of Common Stock reserved under this Section 3(a) may be used to satisfy purchases of Common Stock under the 423 Component and

any remaining portion of such maximum number of shares may be used to satisfy purchases of Common Stock under the Non-423 Component.

(b) If any Purchase Right granted under the Plan terminates without having been exercised in full, the shares of Common Stock not purchased under such Purchase Right will again become available for issuance under the Plan.

(c) The stock purchasable under the Plan will be shares of authorized but unissued or reacquired Common Stock, including shares repurchased by the Company on the open market.

4. GRANT OF PURCHASE RIGHTS; OFFERING.

(a) The Board may from time to time grant or provide for the grant of Purchase Rights to Eligible Employees under an Offering (consisting of one or more Purchase Periods) on an Offering Date or Offering Dates selected by the Board. Each Offering will be in such form and will contain such terms and conditions as the Board will deem appropriate, and, with respect to the 423 Component, will comply with the requirement of Section 423(b)(5) of the Code that all Employees granted Purchase Rights will have the same rights and privileges. The terms and conditions of an Offering shall be incorporated by reference into the Plan and treated as part of the Plan. The provisions of separate Offerings need not be identical, but each Offering will include (through incorporation of the provisions of this Plan by reference in the document comprising the Offering or otherwise) the period during which the Offering will be effective, which period will not exceed 27 months beginning with the Offering Date, and the substance of the provisions contained in Sections 5 through 8, inclusive.

(b) If a Participant has more than one Purchase Right outstanding under the Plan, unless he or she otherwise indicates in forms delivered to the Company: (i) each form will apply to all of his or her Purchase Rights under the Plan, and (ii) a Purchase Right with a lower exercise price (or an earlier-granted Purchase Right, if different Purchase Rights have identical exercise prices) will be exercised to the fullest possible extent before a Purchase Right with a higher exercise price (or a later-granted Purchase Right if different Purchase Rights have identical exercise prices) will be exercised.

(c) The Board will have the discretion to structure an Offering so that if the Fair Market Value of a share of Common Stock on the first Trading Day of a new Purchase Period within that Offering is less than or equal to the Fair Market Value of a share of Common Stock on the Offering Date for that Offering, then (i) that Offering will terminate immediately as of that first Trading Day, and (ii) the Participants in such terminated Offering will be automatically enrolled in a new Offering beginning on the first Trading Day of such new Purchase Period.

5. ELIGIBILITY.

(a) Purchase Rights may be granted only to Employees of the Company or, as the Board may designate in accordance with Section 2(b), to Employees of a Related Corporation. Except as provided in Section 5(b) or as required by Applicable Law, an Employee will not be eligible to be granted Purchase Rights unless, on the Offering Date, the Employee has been in the employ of the Company or the Related

Corporation, as the case may be, for such continuous period preceding such Offering Date as the Board may require, but in no event will the required period of continuous employment be equal to or greater than two years. In addition, the Board may (unless prohibited by law) provide that no Employee will be eligible to be granted Purchase Rights under the Plan unless, on the Offering Date, such Employee's customary employment with the Company or the Related Corporation is more than 20 hours per week and more than five months per calendar year or such other criteria as the Board may determine consistent with Section 423 of the Code with respect to the 423 Component. The Board may also exclude from participation in the

Plan or any Offering Employees who are "highly compensated employees" (within the meaning of Section 423(b)(4)(D) of the Code) of the Company or a Related Corporation or a subset of such highly compensated employees.

(b) The Board may provide that each person who, during the course of an Offering, first becomes an Eligible Employee will, on a date or dates specified in the Offering which coincides with the day on which such person becomes an Eligible Employee or which occurs thereafter, receive a Purchase Right under that Offering, which Purchase Right will thereafter be deemed to be a part of that Offering. Such Purchase Right will have the same characteristics as any Purchase Rights originally granted under that Offering, as described herein, except that:

(i) the date on which such Purchase Right is granted will be the "Offering Date" of such Purchase Right for all purposes, including determination of the exercise price of such Purchase Right;

(ii) the period of the Offering with respect to such Purchase Right will begin on its Offering Date and end coincident with the end of such Offering; and

(iii) the Board may provide that if such person first becomes an Eligible Employee within a specified period of time before the end of the Offering, he or she will not receive any Purchase Right under that Offering.

(c) No Employee will be eligible for the grant of any Purchase Rights if, immediately after any such Purchase Rights are granted, such Employee owns stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company or of any Related Corporation. For purposes of this Section 5(c), the rules of Section 424(d) of the Code will apply in determining the stock ownership of any Employee, and stock which such Employee may purchase under all outstanding Purchase Rights and options will be treated as stock owned by such Employee.

(d) As specified by Section 423(b)(8) of the Code, an Eligible Employee may be granted Purchase Rights only if such Purchase Rights, together with any other rights granted under all Employee Stock Purchase Plans of the Company and any Related Corporations, do not permit such Eligible Employee's rights to purchase stock of the Company or any Related Corporation to accrue at a rate which, when aggregated, exceeds US $25,000 of Fair Market Value of such stock (determined at the time such rights are granted, and which, with respect to the Plan, will be determined as of their respective Offering Dates) for each calendar year in which such rights are outstanding at any time.

(e) Officers of the Company and any designated Related Corporation, if they are otherwise Eligible Employees, will be eligible to participate in Offerings under the Plan. Notwithstanding the foregoing, the Board may (unless prohibited by law) provide in an Offering that Employees who are highly compensated Employees within the meaning of Section 423(b)(4)(D) of the Code will not be eligible to participate.

(f) Notwithstanding anything in this Section 5 to the contrary, in the case of an Offering under the Non-423 Component, an Eligible Employee (or group of Eligible Employees) may be excluded from participation in the Plan or an Offering if the Board has determined, in its sole discretion, that participation of such Eligible Employee(s) is not advisable or practical for any reason.

6. PURCHASE RIGHTS; PURCHASE PRICE.

(a) On each Offering Date, each Eligible Employee, pursuant to an Offering made under the Plan, will be granted a Purchase Right to purchase up to that number of shares of Common Stock

purchasable either with a percentage or with a maximum dollar amount, as designated by the Board, but in either case not exceeding 15% of such Employee's earnings (as defined by the Board in each Offering) during the period that begins on the Offering Date (or such later date as the Board determines for a particular Offering) and ends on the date stated in the Offering, which date will be no later than the end of the Offering.

(b) The Board will establish one or more Purchase Dates during an Offering on which Purchase Rights granted for that Offering will be exercised and shares of Common Stock will be purchased in accordance with such Offering.

(c) In connection with each Offering made under the Plan, the Board may specify (i) a maximum number of shares of Common Stock that may be purchased by any Participant on any Purchase Date during such Offering, (ii) a maximum aggregate number of shares of Common Stock that may be purchased by all Participants pursuant to such Offering and/or (iii) a maximum aggregate number of shares of Common Stock that may be purchased by all Participants on any Purchase Date under the Offering. If the aggregate purchase of shares of Common Stock issuable upon exercise of Purchase Rights granted under the Offering would exceed any such maximum aggregate number, then, in the absence of any Board action otherwise, a pro rata (based on each Participant's accumulated Contributions) allocation of the shares of Common Stock (rounded down to the nearest whole share) available will be made in as nearly a uniform manner as will be practicable and equitable.

(d) The purchase price of shares of Common Stock acquired pursuant to Purchase Rights will be not less than the lesser of:

(i) an amount equal to 85% of the Fair Market Value of the shares of Common Stock on the Offering Date; or

(ii) an amount equal to 85% of the Fair Market Value of the shares of Common Stock on the applicable Purchase Date.

7. PARTICIPATION; WITHDRAWAL; TERMINATION.

(a) An Eligible Employee may elect to participate in an Offering and authorize payroll deductions as the means of making Contributions by completing and delivering to the Company, within the time specified in the Offering, an enrollment form provided by the Company. The enrollment form will specify the amount of Contributions not to exceed the maximum amount specified by the Board. Each

Participant's Contributions will be credited to a bookkeeping account for such Participant under the Plan and will be deposited with the general funds of the Company except where Applicable Law requires that Contributions be deposited with a third party. If permitted in the Offering, a Participant may begin such Contributions with the first payroll occurring on or after the Offering Date (or, in the case of a payroll date that occurs after the end of the prior Offering but before the Offering Date of the next new Offering, Contributions from such payroll will be included in the new Offering). If permitted in the Offering, a Participant may thereafter reduce (including to zero) or increase his or her Contributions. If required under Applicable Law or if specifically provided in the Offering, in addition to or instead of making Contributions by payroll deductions, a Participant may make Contributions through the payment by cash, check or wire transfer prior to a Purchase Date.

(b) During an Offering, a Participant may cease making Contributions and withdraw from the Offering by delivering to the Company a withdrawal form provided by the Company. The Company may impose a deadline before a Purchase Date for withdrawing. Upon such withdrawal, such Participant's Purchase Right in that Offering will immediately terminate and the Company will distribute as soon as practicable to such Participant all of his or her accumulated but unused Contributions and such Participant's

Purchase Right in that Offering shall thereupon terminate. A Participant's withdrawal from that Offering will have no effect upon his or her eligibility to participate in any other Offerings under the Plan, but such Participant will be required to deliver a new enrollment form to participate in subsequent Offerings.

(c) Unless otherwise required by Applicable Law, Purchase Rights granted pursuant to any Offering under the Plan will terminate immediately if the Participant either (i) is no longer an Employee for any reason or for no reason (subject to any post-employment participation period required by law) or
(ii) is otherwise no longer eligible to participate. The Company will distribute as soon as practicable to such individual all of his or her accumulated but unused Contributions.

(d) Unless otherwise determined by the Board, a Participant whose employment transfers or whose employment terminates with an immediate rehire (with no break in service) by or between the Company and a Related Corporation that has been designated for participation in the Plan will not be treated as having terminated employment for purposes of participating in the Plan or an Offering; however, if a Participant transfers from an Offering under the 423 Component to an Offering under the Non-423 Component, the exercise of the Participant's Purchase Right will be qualified under the 423 Component only to the extent such exercise complies with Section 423 of the Code. If a Participant transfers from an Offering under the Non-423 Component to an Offering under the 423 Component, the exercise of the Purchase Right will remain non-qualified under the Non-423 Component. The Board may establish different and additional rules governing transfers between separate Offerings within the 423 Component and between Offerings under the 423 Component and Offerings under the Non-423 Component.

(e) During a Participant's lifetime, Purchase Rights will be exercisable only by such Participant. Purchase Rights are not transferable by a Participant, except by will, by the laws of descent and distribution, or, if permitted by the Company, by a beneficiary designation as described in Section 10.

(f) Unless otherwise specified in the Offering or as required by Applicable Law, the Company will have no obligation to pay interest on Contributions.

8. EXERCISE OF PURCHASE RIGHTS.

(a) On each Purchase Date, each Participant's accumulated Contributions will be applied to the purchase of shares of Common Stock, up to the maximum number of shares of Common Stock permitted by the Plan and the applicable Offering, at the purchase price specified in the Offering. No fractional shares will be issued unless specifically provided for in the Offering.

(b) Unless otherwise provided in the Offering, if any amount of accumulated Contributions remains in a Participant's account after the purchase of shares of Common Stock on the final Purchase Date of an Offering, then such remaining amount will not roll over to the next Offering and will instead be distributed in full to such Participant after the final Purchase Date of such Offering without interest (unless otherwise required by Applicable Law).

(c) No Purchase Rights may be exercised to any extent unless the shares of Common Stock to be issued upon such exercise under the Plan are covered by an effective registration statement pursuant to the Securities Act and the Plan is in material compliance with all applicable U.S. federal and state, foreign and other securities, exchange control and other laws applicable to the Plan. If on a Purchase Date the shares of Common Stock are not so registered or the Plan is not in such compliance, no Purchase Rights will be exercised on such Purchase Date, and the Purchase Date will be delayed until the shares of Common Stock are subject to such an effective registration statement and the Plan is in material compliance, except that the Purchase Date will in no event be more than 27 months from the Offering Date. If, on the Purchase Date, as delayed to the maximum extent permissible, the shares of Common Stock are not registered and

the Plan is not in material compliance with all Applicable Laws, as determined by the Company in its sole discretion, no Purchase Rights will be exercised and all accumulated but unused Contributions will be distributed to the Participants without interest (unless the payment of interest is otherwise required by Applicable Law).

9. COVENANTS OF THE COMPANY.

The Company will seek to obtain from each U.S. federal or state, foreign or other regulatory commission or agency having jurisdiction over the Plan such authority as may be required to grant Purchase Rights and issue and sell shares of Common Stock thereunder unless the Company determines, in its sole discretion, that doing so would cause the Company to incur costs that are unreasonable. If, after commercially reasonable efforts, the Company is unable to obtain the authority that counsel for the Company deems necessary for the grant of Purchase Rights or the lawful issuance and sale of Common Stock under the Plan, and at a commercially reasonable cost, the Company will be relieved from any liability for failure to grant Purchase Rights and/or to issue and sell Common Stock upon exercise of such Purchase Rights.

10. DESIGNATION OF BENEFICIARY.

(a) The Company may, but is not obligated to, permit a Participant to submit a form designating a beneficiary who will receive any shares of Common Stock and/or Contributions from the Participant's account under the Plan if the Participant dies before such shares and/or Contributions are delivered to the Participant. The Company may, but is not obligated to, permit the Participant to change such designation of beneficiary. Any such designation and/or change must be on a form approved by the Company.

(b) If a Participant dies, and in the absence of a valid beneficiary designation, the Company will deliver any shares of Common Stock and/or Contributions to the executor or administrator of the estate of the Participant. If no executor or administrator has been appointed (to the knowledge of the Company), the Company, in its sole discretion, may deliver such shares of Common Stock and/or Contributions, without interest (unless the payment of interest is otherwise required by Applicable Law), to the Participant's spouse, dependents or relatives, or if no spouse, dependent or relative is known to the Company, then to such other person as the Company may designate.

11. ADJUSTMENTS UPON CHANGES IN COMMON STOCK; CORPORATE TRANSACTIONS.

(a) In the event of a Capitalization Adjustment, the Board will appropriately and proportionately adjust: (i) the class(es) and maximum number of securities subject to the Plan pursuant to Section 3(a), (ii) the class(es) and maximum number of securities by which the share reserve is to increase automatically each year pursuant to Section 3(a), (iii) the class(es) and number of securities subject to, and the purchase price applicable to outstanding Offerings and Purchase Rights, and (iv) the class(es) and number of securities that are the subject of the purchase limits under each ongoing Offering. The Board will make these adjustments, and its determination will be final, binding and conclusive.

(b) In the event of a Corporate Transaction, then: (i) any surviving corporation or acquiring corporation (or the surviving or acquiring corporation's parent company) may assume or continue outstanding Purchase Rights or may substitute similar rights (including a right to acquire the same consideration paid to the stockholders in the Corporate Transaction) for outstanding Purchase Rights, or
(ii) if any surviving or acquiring corporation (or its parent company) does not assume or continue such Purchase Rights or does not substitute similar rights for such Purchase Rights, then the Participants' accumulated Contributions will be used to purchase shares of Common Stock (rounded down to the nearest

whole share) within ten business days prior to the Corporate Transaction under the outstanding Purchase Rights, and the Purchase Rights will terminate immediately after such purchase.

12. AMENDMENT, TERMINATION OR SUSPENSION OF THE PLAN.

(a) The Board may amend the Plan at any time in any respect the Board deems necessary or advisable. However, except as provided in Section 11(a) relating to Capitalization Adjustments, stockholder approval will be required for any amendment of the Plan for which stockholder approval is required by Applicable Law.

(b) The Board may suspend or terminate the Plan at any time. No Purchase Rights may be granted under the Plan while the Plan is suspended or after it is terminated.

Any benefits, privileges, entitlements and obligations under any outstanding Purchase Rights granted before an amendment, suspension or termination of the Plan will not be materially impaired by any such amendment, suspension or termination except (i) with the consent of the person to whom such Purchase Rights were granted, (ii) as necessary to comply with any laws, listing requirements, or governmental regulations (including, without limitation, the provisions of Section 423 of the Code and the regulations and other interpretive guidance issued thereunder relating to Employee Stock Purchase Plans) including without limitation any such regulations or other guidance that may be issued or amended after the date the Plan is adopted by the Board, or (iii) as necessary to obtain or maintain favorable tax, listing, or regulatory treatment. To be clear, the Board may amend outstanding Purchase Rights without a

Participant's consent if such amendment is necessary to ensure that the Purchase Right and/or the Plan complies with the requirements of Section 423 of the Code with respect to the 423 Component or with respect to other Applicable Laws. Notwithstanding anything in the Plan or any Offering Document to the contrary, the Board will be entitled to: (i) establish the exchange ratio applicable to amounts withheld in a currency other than U.S. dollars; (ii) permit Contributions in excess of the amount designated by a Participant in order to adjust for mistakes in the Company's processing of properly completed Contribution elections; (iii) establish reasonable waiting and adjustment periods and/or accounting and crediting procedures to ensure that amounts applied toward the purchase of Common Stock for each Participant properly correspond with amounts withheld from the Participant's Contributions; (iv) amend any outstanding Purchase Rights or clarify any ambiguities regarding the terms of any Offering to enable the Purchase Rights to qualify under and/or comply with Section 423 of the Code with respect to the 423 Component; and (v) establish other limitations or procedures as the Board determines in its sole discretion advisable that are consistent with the Plan. The actions of the Board pursuant to this paragraph will not be considered to alter or impair any Purchase Rights granted under an Offering as they are part of the initial terms of each Offering and the Purchase Rights granted under each Offering.

13. Tax Qualification; Tax Withholding.

(a) Although the Company may endeavor to (i) qualify a Purchase Right for special tax treatment under the laws of the United States or jurisdictions outside of the United States or (ii) avoid adverse tax treatment, the Company makes no representation to that effect and expressly disavows any covenant to maintain special or to avoid unfavorable tax treatment, notwithstanding anything to the contrary in this Plan. The Company will be unconstrained in its corporate activities without regard to the potential negative tax impact on Participants.

(b) Each Participant will make arrangements, satisfactory to the Company and any applicable Related Corporation, to enable the Company or the Related Corporation to fulfill any withholding obligation for Tax-Related Items. Without limitation to the foregoing, in the Company's sole discretion and subject to Applicable Law, such withholding obligation may be satisfied in whole or in part by (i)

withholding from the Participant's salary or any other cash payment due to the Participant from the Company or a Related Corporation; (ii) withholding from the proceeds of the sale of shares of Common Stock acquired under the Plan, either through a voluntary sale or a mandatory sale arranged by the Company; (iii) withholding a portion of Participant's shares of Common Stock acquired under the Plan or (iv) any other method deemed acceptable by the Board.

14. Effective Date of Plan.

The Plan will become effective immediately prior to and contingent upon the IPO Date. No Purchase Rights will be exercised unless and until the Plan has been approved by the stockholders of the Company, which approval must be within 12 months before or after the date the Plan is adopted (or if required under Section 12(a) above, materially amended) by the Board.

15. Miscellaneous Provisions.

(a) Proceeds from the sale of shares of Common Stock pursuant to Purchase Rights will constitute general funds of the Company.

(b) A Participant will not be deemed to be the holder of, or to have any of the rights of a holder with respect to, shares of Common Stock subject to Purchase Rights unless and until the Participant's shares of Common Stock acquired upon exercise of Purchase Rights are recorded in the books of the Company (or its transfer agent).

(c) The Plan and Offering do not constitute an employment contract. Nothing in the Plan or in the Offering will in any way alter the at will nature of a Participant's employment, if applicable, or be deemed to create in any way whatsoever any obligation on the part of any Participant to continue in the employ of the Company or a Related Corporation, or on the part of the Company or a Related Corporation to continue the employment of a Participant.

(d) The provisions of the Plan will be governed by the laws of the State of Delaware without resort to that state's conflicts of laws rules.

(e) If any particular provision of the Plan is found to be invalid or otherwise unenforceable, such provision will not affect the other provisions of the Plan, but the Plan will be construed in all respects as if such invalid provision were omitted.

(f) If any provision of the Plan does not comply with Applicable Law, such provision shall be construed in such a manner as to comply with Applicable Law.

16. DEFINITIONS.

As used in the Plan, the following definitions will apply to the capitalized terms indicated below:

(a) "***423 Component***" means the part of the Plan, which excludes the Non-423 Component, pursuant to which Purchase Rights that satisfy the requirements for an Employee Stock Purchase Plan may be granted to Eligible Employees.

(b) "***Applicable Law***" means shall mean any applicable securities, federal, state, foreign, material local or municipal or other law, statute, constitution, principle of common law, resolution, ordinance, code, edict, decree, rule, listing rule, regulation, judicial decision, ruling or requirement issued, enacted, adopted, promulgated, implemented or otherwise put into effect by or under the authority of any Governmental Body (or under the authority of the Nasdaq Stock Market or the Financial Industry Regulatory Authority).

(c) "***Board***" means the Board of Directors of the Company.

(d) "***Capital Stock***" means each and every class of common stock of the Company, regardless of the number of votes per share.

(e) "***Capitalization Adjustment***" means any change that is made in, or other events that occur with respect to, the Common Stock subject to the Plan or subject to any Purchase Right after the date the Plan is adopted by the Board without the receipt of consideration by the Company through merger, consolidation, reorganization, recapitalization, reincorporation, stock dividend, dividend in property other than cash, large nonrecurring cash dividend, stock split, liquidating dividend, combination of shares, exchange of shares, change in corporate structure or other similar equity restructuring transaction, as that term is used in Financial Accounting Standards Board Accounting Standards Codification Topic 718 (or any successor thereto). Notwithstanding the foregoing, the conversion of any convertible securities of the Company will not be treated as a Capitalization Adjustment.

(f) "***Code***" means the U.S. Internal Revenue Code of 1986, as amended, including any applicable regulations and guidance thereunder .

(g) "***Committee***" means a committee of one or more members of the Board to whom authority has been delegated by the Board in accordance with Section 2(c).

(h) "***Common Stock***" means, as of the IPO Date, the Class A common stock of the Company.

(i) "***Company***" means ACV Auctions Inc., a Delaware corporation.

(j) "***Contributions***" means the payroll deductions and other additional payments specifically provided for in the Offering that a Participant contributes to fund the exercise of a Purchase Right. A Participant may make additional payments into his or her account if specifically provided for in the Offering, and then only if the Participant has not already had the maximum permitted amount withheld during the Offering through payroll deductions.

(k) "***Corporate Transaction***" means the consummation, in a single transaction or in a series of related transactions, of any one or more of the following events:

(i) a sale or other disposition of all or substantially all, as determined by the Board in its sole discretion, of the consolidated assets of the Company and its subsidiaries;

(ii) a sale or other disposition of more than 50% of the outstanding securities of the Company;

(iii) a merger, consolidation or similar transaction following which the Company is not the surviving corporation; or

(iv) a merger, consolidation or similar transaction following which the Company is the surviving corporation but the shares of Common Stock outstanding immediately preceding the merger, consolidation or similar transaction are converted or exchanged by virtue of the merger, consolidation or similar transaction into other property, whether in the form of securities, cash or otherwise.

(l) "***Director***" means a member of the Board.

(m) "***Eligible Employee***" means an Employee who meets the requirements set forth in the document(s) governing the Offering for eligibility to participate in the Offering, provided that such Employee also meets the requirements for eligibility to participate set forth in the Plan.

(n) "***Employee***" means any person, including an Officer or Director, who is "employed" for purposes of Section 423(b)(4) of the Code by the Company or a Related Corporation. However, service solely as a Director, or payment of a fee for such services, will not cause a Director to be considered an "Employee" for purposes of the Plan.

(o) "***Employee Stock Purchase Plan***" means a plan that grants Purchase Rights intended to be options issued under an "employee stock purchase plan," as that term is defined in Section 423(b) of the Code.

(p) "***Exchange Act***" means the U.S. Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder.

(q) "***Fair Market Value***" means, as of any date, the value of the Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange or traded on any established market, the Fair Market Value of a share of Common Stock will be the closing sales price for such stock as quoted on such exchange or market (or the exchange or market with the greatest volume of trading in the Common Stock) on the date of determination, as reported in such source as the Board deems reliable. Unless otherwise provided by the Board, if there is no closing sales price for the Common Stock on the date of determination, then the Fair Market Value will be the closing sales price on the last preceding date for which such quotation exists.

(ii) In the absence of such markets for the Common Stock, the Fair Market Value will be determined by the Board in good faith in compliance with Applicable Laws and regulations and in a manner that complies with Sections 409A of the Code

(iii) Notwithstanding the foregoing, for any Offering that commences on the IPO Date, the Fair Market Value of the shares of Common Stock on the Offering Date will be the price per share at which shares are first sold to the public in the Company's initial public offering as specified in the final prospectus for that initial public offering.

(r) "***Governmental Body***" means any: (a) nation, state, commonwealth, province, territory, county, municipality, district or other jurisdiction of any nature; (b) federal, state, local, municipal, foreign or other government; (c) governmental or regulatory body, or quasi-governmental body of any nature (including any governmental division, department, administrative agency or bureau, commission, authority, instrumentality, official, ministry, fund, foundation, center, organization, unit, body or entity and any court or other tribunal, and for the avoidance of doubt, any tax authority) or other body exercising similar powers or authority; or (d) self-regulatory organization (including the NASDAQ Stock Market and the Financial Industry Regulatory Authority).

(s) "***IPO Date***" means the date of the underwriting agreement between the Company and the underwriters managing the initial public offering of the Common Stock, pursuant to which the Common Stock is priced for the initial public offering. Such date was March 23, 2021.

(t) "***Non-423 Component***" means the part of the Plan, which excludes the 423 Component, pursuant to which Purchase Rights that are not intended to satisfy the requirements for an Employee Stock Purchase Plan may be granted to Eligible Employees.

(u) "***Offering***" means the grant to Eligible Employees of Purchase Rights, with the exercise of those Purchase Rights automatically occurring at the end of one or more Purchase Periods. The terms and conditions of an Offering will generally be set forth in the "***Offering Document***" approved by the Board for that Offering.

(v) "***Offering Date***" means a date selected by the Board for an Offering to commence.

(w) "***Officer***" means a person who is an officer of the Company or a Related Corporation within the meaning of Section 16 of the Exchange Act.

(x) "***Participant***" means an Eligible Employee who holds an outstanding Purchase Right.

(y) "***Plan***" means this ACV Auctions Inc. 2021 Employee Stock Purchase Plan, as amended from time to time, including both the 423 Component and the Non-423 Component.

(z) "***Purchase Date***" means one or more dates during an Offering selected by the Board on which Purchase Rights will be exercised and on which purchases of shares of Common Stock will be carried out in accordance with such Offering.

(aa) "***Purchase Period***" means a period of time specified within an Offering, generally beginning on the Offering Date or on the first Trading Day following a Purchase Date, and ending on a Purchase Date. An Offering may consist of one or more Purchase Periods.

(bb) "***Purchase Right***" means an option to purchase shares of Common Stock granted pursuant to the Plan.

(cc) "***Related Corporation***" means any "parent corporation" or "subsidiary corporation" of the Company whether now or subsequently established, as those terms are defined in Sections 424(e) and (f), respectively, of the Code.

(dd) "***Securities Act***" means the U.S. Securities Act of 1933, as amended.

(ee) "***Tax-Related Items***" means any income tax, social insurance, payroll tax, fringe benefit tax, payment on account or other tax-related items arising out of or in relation to a Participant's participation in the Plan, including, but not limited to, the exercise of a Purchase Right and the receipt of shares of Common Stock or the sale or other disposition of shares of Common Stock acquired under the Plan.

(ff) "***Trading Day***" means any day on which the exchange(s) or market(s) on which shares of Common Stock are listed, including but not limited to the NYSE, Nasdaq Global Select Market, the Nasdaq Global Market, the Nasdaq Capital Market or any successors thereto, is open for trading.

Exhibit 31.1

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George Chamoun, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ACV Auctions Inc. (the "registrant") for the fiscal quarter ended June 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: Aug 11, 2025

By: /s/ George Chamoun

George Chamoun
Chief Executive Officer and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION BY THE CHIEF FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, William Zerella, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ACV Auctions Inc. (the "registrant") for the fiscal quarter ended June 30, 2025;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: Aug 11, 2025

By: /s/ William Zerella

William Zerella
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ACV Auctions Inc. (the "Company") on Form 10-Q for the period ending June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Aug 11, 2025	By:	/s/ George Chamoun
		George Chamoun
		Chief Executive Officer
		(Principal Executive Officer)

This certification accompanies the Quarterly Report, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of ACV Auctions Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report on Form 10-Q), irrespective of any general incorporation language contained in such filing.

Exhibit 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ACV Auctions Inc. (the "Company") on Form 10-Q for the period ending June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: Aug 11, 2025	By:	/s/ William Zerella
		William Zerella
		Chief Financial Officer
		(Principal Financial Officer)

This certification accompanies the Quarterly Report, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of ACV Auctions Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Quarterly Report on Form 10-Q), irrespective of any general incorporation language contained in such filing.