

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOODMAN ROBERT P</u>  (Last) (First) (Middle)  <u>C/O ACV AUCTIONS INC.</u> <u>640 ELLICOTT STREET, #321</u>  (Street) <u>BUFFALO NY 14203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACV Auctions Inc. [ ACVA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/12/2023		C		0 <sup>(2)</sup>	A	\$0.00 <sup>(1)</sup>	0 <sup>(2)</sup>	I	See footnotes <sup>(2)(4)</sup>
Class A Common Stock	09/12/2023		S <sup>(3)</sup>		0 <sup>(3)</sup>	D	\$0.00 <sup>(3)</sup>	0	I	See footnotes <sup>(4)(5)</sup>
Class A Common Stock	09/13/2023		S <sup>(6)</sup>		0 <sup>(6)</sup>	D	\$0.00 <sup>(6)</sup>	0	I	See footnote <sup>(4)(7)</sup>
Class A Common Stock								276,550	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class B Common Stock	(1)	09/12/2023		C		0 <sup>(2)</sup>		(1)	(1)	Class A Common Stock	\$0.00 <sup>(1)</sup>	0 <sup>(4)(8)</sup>	I	See footnote <sup>(4)(8)</sup>

**Explanation of Responses:**

- Each share of Class B Common Stock is convertible without payment or consideration into one share of Class A Common Stock at the option of the holder and has no expiration date.
- Represents 1,093,509 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX L.P. ("BVP IX"), 876,068 shares converted from Class B Common Stock to Class A Common Stock by Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst"), and 18,116 shares converted from Class B Common Stock to Class A Common Stock by 15 Angels III LLC. ("15 Angels" and together with BVP IX and BVP IX Inst, the "BVP IX Funds").
- On September 12, 2023, the BVP IX, BVP IX Inst, and 15 Angels sold 70,681 shares, 56,627 shares, and 1,171 shares, of Class A Common Stock of ACV Auctions, Inc., respectively, at a weighted average price of \$16.21. These shares were sold in multiple transactions at prices ranging from \$16.12 to \$16.31. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- Deer IX & Co. Ltd. ("Deer Ltd.") is the general partner of Deer IX & Co. L.P. ("Deer L.P."), which is the general partner of the BVP IX Funds. Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the BVP IX Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the BVP IX Funds.
- After the September 12 transaction, BVP IX, BVP IX Inst, and 15 Angels own 1,022,828 shares, 819,441 shares and 16,945 shares, respectively, of Class A Common Stock.
- On September 13, 2023, the BVP IX, BVP IX Inst, and 15 Angels sold 3,053 shares, 2,446 shares, and 50 shares, of Class A Common Stock of ACV Auctions, Inc., respectively, at a weighted average price of \$16.07. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.11. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- After the September 13 transaction, BVP IX, BVP IX Inst, and 15 Angels own 1,019,775 shares, 816,995 shares and 16,895 shares, respectively, of Class A Common Stock.
- After the reported transaction, BVP IX, BVP IX Inst, and 15 Angels own 5,976,508 shares, 4,788,093 shares and 99,012 shares, respectively, of Class B Common Stock.

**Remarks:**

/s/ Robert P. Goodman 09/14/2023  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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