

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Bessemer Venture Partners IX L.P.</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/23/2021	3. Issuer Name and Ticker or Trading Symbol <u>ACV Auctions Inc. [ACVA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,887,500 ⁽¹⁾	I	See footnote ⁽²⁾⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(4)	(4)	Common Stock	362,320 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽⁵⁾
Series B Preferred Stock	(4)	(4)	Common Stock	19,347,416 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽⁶⁾
Series C Preferred Stock	(4)	(4)	Common Stock	9,213,435 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽⁷⁾
Series D Preferred Stock	(4)	(4)	Common Stock	5,954,659 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽⁸⁾
Series E Preferred Stock	(4)	(4)	Common Stock	904,126 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽⁹⁾
Series E-1 Preferred Stock	(4)	(4)	Common Stock	84,400 ⁽¹⁾⁽⁴⁾	(4)	I	See footnote ⁽³⁾⁽¹⁰⁾

1. Name and Address of Reporting Person*
Bessemer Venture Partners IX L.P.
 (Last) (First) (Middle)
 C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 (Street)
 LARCHMONT NY 10538
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bessemer Venture Partners IX Institutional L.P.

(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
<hr/>		
(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[15 Angels III LLC](#)

(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
<hr/>		
(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Deer IX & Co. L.P.](#)

(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
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(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Deer IX & Co. Ltd.](#)

(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
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(Street)		
LARCHMONT	NY	10538
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- All shares of preferred stock will automatically be converted on a one-for-one basis into shares of common stock of the ACV Auctions, Inc. ("Company") prior to the closing of the Company's initial public offering ("IPO"). Immediately thereafter, but still prior to the closing of the Company's IPO, all shares of common stock ("Common Stock") will be reclassified into shares of Class B common stock ("Class B Common Stock"), of the Company in an exempt transaction pursuant to Rules 16b-6 and 16b-7. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of the Class A common stock, of the Company ("Class A Common Stock"). Additionally, each share of Class B Common Stock will, subject to certain exceptions, convert automatically into one share of Class A Common Stock upon any transfer.
- As of the date hereof, Bessemer Venture Partners IX Institutional L.P. ("BVP IX Inst") and Bessemer Venture Partners IX L.P. ("BVP IX") own 1,729,160 shares and 2,158,340 shares, respectively of Common Stock.
- 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 each of 15 Angels III LLC ("15 Angels"), BVP IX Inst and BVP IX (collectively, the "Funds"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the 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 Funds.
- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock will automatically convert into shares of Common Stock on a 1:1 basis immediately prior to the closing of the IPO and have no expiration date.
- The shares of Series A Preferred Stock are held by 15 Angels .
- As of the date hereof, BVP IX Inst and BVP IX own 8,605,729 shares and 10,741,687 shares, respectively of Series B Preferred Stock.
- As of the date hereof, BVP IX Inst and BVP IX own 4,098,136 shares and 5,115,299 shares, respectively on Series C Preferred Stock.
- As of the date hereof, BVP IX Inst and BVP IX own 2,648,632 shares and 3,306,027 shares, respectively of Series D Preferred Stock.
- As of the date hereof, BVP IX Inst and BVP IX own 402,155 shares and 501,971 shares, respectively of Series E Preferred Stock.
- As of the date hereof, BVP IX Inst and BVP IX own 37,541 shares and 46,859 shares, respectively of Series E-1 Preferred Stock.

Remarks:

Counsel, Deer IX & Co. Ltd., the General Partner of Deer IX & Co. L.P., the General Partner of Bessemer Venture Partners IX L.P.

/s/ Scott Ring, General Counsel, Deer IX & Co. Ltd., the General Partner of Deer IX & Co. L.P., the General Partner of Bessemer Venture Partners IX Institutional L.P. 03/23/2021

/s/ Scott Ring, Authorized Person, 15 Angels III LLC 03/23/2021

/s/ Scott Ring, General Counsel, Deer IX & Co. Ltd., the General Partner of Deer IX & Co. L.P. 03/23/2021

/s/ Scott Ring, General Counsel, Deer IX & Co. Ltd. 03/23/2021

** 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 5 (b)(v).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.