

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>11/30/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/30/2021		S		44,627 ⁽¹⁾	D	\$21.13 ⁽¹⁾	434,445	D	
Class A Common Stock	11/30/2021		S		16,494 ⁽²⁾	D	\$21.13 ⁽²⁾	0	I	See footnote ⁽³⁾
Class A Common Stock	11/30/2021		S		29,145 ⁽⁴⁾	D	\$21.13 ⁽⁴⁾	0	I	See footnote ⁽⁵⁾
Class A Common Stock	12/01/2021		S		11,737 ⁽⁶⁾	D	\$21.04 ⁽⁶⁾	429,369	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)					

Explanation of Responses:

- On November 30, 2021, the Reporting Person sold 44,627 shares of Class A Common Stock of the Issuer (the "Shares"). The Shares were sold in multiple executions at a price per share ranging from \$21.00 to \$21.49, with an average execution price per share of \$21.13. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such individual executions.
- On November 30, 2021, the NB Group, LLC ("NB Group") sold 16,494 shares of Class A Common Stock of the Issuer (the "NB Shares"). The NB Shares were sold in multiple executions at a price per share ranging from \$21.00 to \$21.49, with an average execution price per share of \$21.13. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such individual executions.
- The shares reported are held by the NB Group. NB Group is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.
- On November 30, 2021, Cracktuxet II, LLC ("Cracktuxet II") sold 29,145 shares of Class A Common Stock of the Issuer (the "Cracktuxet Shares"). The Cracktuxet Shares were sold in multiple executions at a price per share ranging from \$21.00 to \$21.49, with an average execution price per share of \$21.13. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such individual executions.
- The shares reported are held by Cracktuxet II. Cracktuxet II is controlled by the Reporting Person, and the Reporting Person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.
- On December 1, 2021, the Reporting Person sold 5,076 shares of Class A Common Stock of the Issuer (the "12/1 Shares"). The 12/1 Shares were sold in multiple executions at a price per share ranging from \$21.00 to \$21.22, with an average execution price per share of \$21.04. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such individual executions.

Remarks:

/s/ Robert P. Goodman 12/02/2021
 ** 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 4 (b)(v).

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

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

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