

ZIPCAR INC
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

Zipcar, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98974X103

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

CUSIP NO. 98974X103 13 G Page 2 of 19

1 NAME OF REPORTING
PERSON Benchmark
Capital Partners V, L.P.
("BCP V")
2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*

3 (a) (b) x
SEC USE ONLY
4 CITIZENSHIP OR PLACE
OF ORGANIZATION
Delaware

SOLE VOTING
POWER
1,948,114 shares,
except that
Benchmark
Capital
Management Co.
V, L.L.C.
("BCMC V"), the
general partner of
BCP V, may be
deemed to have
sole power to vote
these shares, and
Alexandre
Balkanski
("Balkanski"),
Bruce W.
Dunlevie
("Dunlevie"), Peter
Fenton ("Fenton"),
J. William Gurley
("Gurley"), Kevin
R. Harvey
("Harvey"), Robert
C. Kagle ("Kagle")
and Steven M.
Spurlock
("Spurlock"), the
members of
BCMC V, may be
deemed to have
shared power to
vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH 5
REPORTING
PERSON
WITH

SHARED
VOTING

6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

1,948,114 shares,
except that
BCMC V, the
general partner of
BCP V, may be
deemed to have
sole power to
dispose of these

7 shares, and

Balkanski,
Dunlevie, Fenton,
Gurley, Harvey,
Kagle and
Spurlock, the
members of
BCMC V, may be
deemed to have
shared power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 1,948,114
REPORTING
PERSON

9

CHECK
BOX IF
THE
AGGREGATE

10

AMOUNT
IN ROW £
(9)

EXCLUDES
CERTAIN
SHARES

11

PERCENT 5.0%
OF
CLASS
REPRESENTED
BY
AMOUNT
IN ROW 9

12

TYPE OF
REPORTING
PERSON PN

CUSIP NO. 98974X103 13 G Page 3 of 19

1 NAME OF REPORTING
PERSON Benchmark
Founders' Fund V, L.P.
("BFF V")

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*

(a) (b)

x

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

SOLE VOTING
POWER

238,719 shares,

except that

BCMC V, the

general partner

of BFF V, may

be deemed to

have sole power

to vote these

shares, and

Balkanski,

Dunlevie,

Fenton, Gurley,

Harvey, Kagle

and Spurlock,

the members of

BCMC V, may

be deemed to

have shared

power to vote

these shares.

SHARED

VOTING

6 POWER

See response to

row 5.

7 SOLE

DISPOSITIVE

POWER

238,719 shares,

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

except that
BCMC V, the
general partner
of BFF V, may
be deemed to
have sole power
to vote these
shares, and
Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to dispose
of these shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 238,719
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN ROW (9)£
EXCLUDES
CERTAIN
SHARES
PERCENT
OF CLASS
REPRESENTED
11 BY
AMOUNT 0.6%
IN ROW 9
12 TYPE OF
REPORTING
PERSON PN

CUSIP NO. 98974X103 13 G Page 4 of 19

1 NAME OF REPORTING
PERSON Benchmark
Founders' Fund V-A, L.P.
("BFF V-A")

2 CHECK THE
APPROPRIATE BOX IF A
MEMBER OF A GROUP*

3 (a) (b) x

4 SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH 5
REPORTING
PERSON
WITH

SOLE VOTING
POWER

45,704 shares,
except that
BCMC V, the
general partner
of BFF V-A,
may be deemed
to have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

6 SHARED
VOTING
POWER
See response to
row 5.

7 SOLE
DISPOSITIVE
POWER
45,704 shares,
except that

BCMC V, the
general partner
of BFF V-A,
may be deemed
to have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH 45,704
REPORTING
PERSON
CHECK BOX
IF THE
10 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES £
CERTAIN
SHARES
PERCENT
OF CLASS
11 REPRESENTED
BY
AMOUNT IN 0.1%
ROW 9

12 TYPE OF
REPORTING
PERSON PN

CUSIP NO. 98974X103 13 G Page 5 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b) x

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
35,965 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

5 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
35,965 shares, except that

BCMC V, the
 general partner
 of BFF V-B,
 may be deemed
 to have sole
 power to dispose
 of these shares,
 and Balkanski,
 Dunlevie,
 Fenton, Gurley,
 Harvey, Kagle
 and Spurlock,
 the members of
 BCMC V, may
 be deemed to
 have shared
 power to dispose
 of these shares.

SHARED
 DISPOSITIVE

8 POWER
 See response to
 row 7.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED BY
 EACH 35,965
 REPORTING
 PERSON
 CHECK BOX
 IF THE
 10 AGGREGATE
 AMOUNT IN
 ROW (9)
 EXCLUDES £
 CERTAIN
 SHARES
 PERCENT
 OF CLASS
 REPRESENTED
 11 BY
 AMOUNT IN 0.1%
 ROW 9

12 TYPE OF
 REPORTING
 PERSON PN

CUSIP NO. 98974X103 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b) x

4 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, 35,965 shares are directly owned by BFF V-B, and 124,291 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A, BFF V-B and BMF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and

Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

SHARED
VOTING POWER

6 See response to row 5.

SOLE
DISPOSITIVE
POWER

2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, 35,965 shares are directly owned by BFF V-B, and 124,291 are held in nominee form for the benefit of persons not

7 affiliated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A, BFF V-B and BMF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED
DISPOSITIVE
POWER

See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 2,392,793
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN ROW £
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF CLASS
REPRESENTED
11 BY
AMOUNT 6.1%
IN ROW 9

12 TYPE OF
REPORTING
PERSON OO

CUSIP NO. 98974X103 13 G Page 7 of 19

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | Bruce W. Dunlevie |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | <input type="radio"/> |
| | | <input checked="" type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION | U.S. Citizen |
| 4 | SOLE VOTING POWER | 32,968 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares. |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SHARED VOTING POWER 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned |

by BFF V A,
35,965 shares
are directly
owned by BFF
V B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is
the general
partner of BCP
V, BFF V, BFF
V-A, and BFF
V-B, and
Dunlevie, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

32,968 shares,
all of which are
directly owned
by a trust, and
7 Dunlevie, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,

45,704 are directly owned by BFF V-A, 35,965 shares are directly owned by BFF V-B, and 124,291 are held in nominee form for the benefit of persons not affiliated with BCMC V.

BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 2,424,761 REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW £ (9) EXCLUDES CERTAIN SHARES 11 PERCENT OF CLASS 6.2% REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98974X103 13 G Page 8 of 19

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | Bruce W. Dunlevie |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | <input type="radio"/> |
| | | (b) |
| 3 | SEC USE ONLY | <input checked="" type="checkbox"/> |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | U.S. Citizen |
| 5 | SOLE VOTING POWER | 32,968 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares. |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V A, |

35,965 shares
are directly
owned by BFF
V B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is
the general
partner of BCP
V, BFF V, BFF
V-A, and BFF
V-B, and
Dunlevie, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

32,968 shares,
all of which are
directly owned
by a trust, and
7 Dunlevie, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,
45,704 are

directly owned
 by BFF V-A,
 35,965 shares
 are directly
 owned by BFF
 V-B, and
 124,291 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.

BCMC V is
 the general
 partner of BCP
 V, BFF V, BFF
 V-A, and BFF
 V-B, and
 Dunlevie, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,424,761
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW £
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES
 PERCENT
 OF
 CLASS 6.2%
 REPRESENTED
 BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98974X103 13 G Page 9 of 19

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON Peter Fenton |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) o (b) x |
| 4 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen |
| 5 | SOLE VOTING POWER 6,594 shares, all of which are directly owned by a trust, and Fenton, as trustee of the trust, may be deemed to have sole power to vote these shares. |
| 6 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SHARED VOTING POWER 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, |

35,965 shares
are directly
owned by BFF
V-B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is
the general
partner of BCP
V, BFF V, BFF
V-A, and BFF
V-B, and
Fenton, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

6,594 shares,
all of which are
directly owned
by a trust, and
7 Fenton, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,
45,704 are

directly owned
 by BFF V-A,
 35,965 shares
 are directly
 owned by BFF
 V-B, and
 124,291 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.

BCMC V is
 the general
 partner of BCP
 V, BFF V, BFF
 V-A and BFF
 V-B, and
 Fenton, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,399,387
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW £
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES
 PERCENT
 OF
 CLASS 6.1%
 REPRESENTED
 BY

AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98974X103 13 G Page 10 of 19

| | |
|--------------|---|
| 1 | NAME OF REPORTING PERSON J. William Gurley |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| | (a) o (b) |
| 3 | x SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen |
| 5 | SOLE VOTING POWER 13,187 shares, of which 1,187 shares are held in a family partnership. |
| 6 | SHARED VOTING POWER 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, 35,965 shares are directly owned by BFF V-B, and 124,291 are held in |
| NUMBER OF | |
| SHARES | |
| BENEFICIALLY | |
| OWNED BY | |
| EACH | |
| REPORTING | |
| PERSON | |
| WITH | |

nominee form
for the benefit
of persons not
affiliated with
BCMC V.
BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Gurley, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.
SOLE
DISPOSITIVE
POWER
7 13,187 shares,
of which 1,187
shares are held
in a family
partnership.
8 SHARED
DISPOSITIVE
POWER
2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,
45,704 are
directly owned
by BFF V-A,
35,965 shares
are directly
owned by BFF
V-B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Gurley, a
member of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 2,405,980
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10
AGGREGATE
AMOUNT
IN
ROW 9
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
11
REPRESENTED
BY
AMOUNT %
IN
ROW 9
12
TYPE
OF
REPORTING
PERSON

CUSIP NO. 98974X103 13 G Page 11 of 19

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | Kevin R. Harvey |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | <input type="radio"/> |
| | | (b) |
| 3 | SEC USE ONLY | <input checked="" type="checkbox"/> |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | U.S. Citizen |
| 5 | SOLE VOTING POWER | 65,935 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares. |
| 6 | SHARED VOTING POWER | 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |

35,965 shares
are directly
owned by BFF
V-B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Harvey, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

65,935 shares,
all of which are
directly owned
7 by a trust, and
Harvey, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,
45,704 are
directly owned

by BFF V-A,
 35,965 shares
 are directly
 owned by BFF
 V-B, and
 124,291 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Harvey, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,458,728
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW £
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES
 PERCENT
 OF
 CLASS 6.3%
 REPRESENTED
 BY
 AMOUNT
 IN

ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98974X103 13 G Page 12 of 19

| | |
|---|---|
| 1 | NAME OF REPORTING PERSON Robert C. Kagle |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* |
| 3 | (a) o (b) x |
| 4 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen |
| NUMBER OF | SOLE VOTING POWER 13,187 shares, all of which are directly owned by several 5 trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 SHARED VOTING POWER 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, |

45,704 are directly owned by BFF V-A, 35,965 shares are directly owned by BFF V-B, and 124,291 are held in nominee form for the benefit of persons not affiliated with BCMC V.

BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

13,187 shares, all of which are directly owned by several 7 trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

2,392,793 shares, of which 1,948,114 are directly owned by BCP V,

238,719 are
 directly owned
 by BFF V,
 45,704 are
 directly owned
 by BFF V-A,
 35,965 shares
 are directly
 owned by BFF
 V-B, and
 124,291 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Kagle, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY EACH 2,405,980
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW £
 (9)
 EXCLUDES
 CERTAIN
 11 SHARES
 PERCENT
 OF

CLASS 6.1%
REPRESENTED
BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

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| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | Steven M. Spurlock |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | <input type="radio"/> |
| | | (b) |
| 3 | SEC USE ONLY | <input checked="" type="checkbox"/> |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | U.S. Citizen |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER 3,297 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares. |
| 6 | SHARED VOTING POWER | 2,392,793 shares, of which 1,948,114 are directly owned by BCP V, 238,719 are directly owned by BFF V, 45,704 are directly owned by BFF V-A, |

35,965 shares
are directly
owned by BFF
V-B, and
124,291 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Spurlock, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

3,297 shares,
all of which are
directly owned
7 by a trust, and
Spurlock, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 **SHARED
DISPOSITIVE
POWER**

2,392,793
shares, of
which
1,948,114 are
directly owned
by BCP V,
238,719 are
directly owned
by BFF V,
45,704 are
directly owned

by BFF V-A,
 35,965 shares
 are directly
 owned by BFF
 V-B, and
 124,291 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Spurlock, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,396,090
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW £
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 11 PERCENT
 OF
 CLASS 6.1%
 REPRESENTED
 BY
 AMOUNT
 IN

ROW 9

12

TYPE
OF
REPORTING
PERSON

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| | |
|------------|--|
| ITEM 1(A). | <u>NAME OF ISSUER</u> |
| | Zipcar, Inc. |
| ITEM 1(B). | <u>ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES</u> |
| | 25 First Street, 4 th Floor Cambridge, MA 02141 |

| | |
|------------|-------------------------------|
| ITEM 2(A). | <u>NAME OF PERSONS FILING</u> |
|------------|-------------------------------|

This Statement is filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership (“BCP V”), Benchmark Founders’ Fund V, L.P., a Delaware limited partnership (“BFF V”), Benchmark Founders’ Fund V-A, L.P., a Delaware limited partnership (“BFF V-A”), Benchmark Founders’ Fund V-B, L.P., a Delaware limited partnership (“BFF V-B”), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company (“BCMC V”), and Alexandre Balkanski (“Balkanski”), Bruce W. Dunlevie (“Dunlevie”), Peter Fenton (“Fenton”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Robert C. Kagle (“Kagle”) and Steven M. Spurlock (“Spurlock”). The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

| | |
|------------|---|
| ITEM 2(B). | <u>ADDRESS OF PRINCIPAL BUSINESS OFFICE</u> |
|------------|---|

The address for each reporting person is:

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, California 94025

| | |
|------------|--------------------|
| ITEM 2(C). | <u>CITIZENSHIP</u> |
|------------|--------------------|

BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are United States Citizens.

| | |
|--------------------|--|
| ITEM 2(D) and (E). | <u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u> |
|--------------------|--|

Common Stock

ITEM 3.

Not Applicable.

ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

BENCHMARK CAPITAL
PARTNERS V, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-A,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. V,
L.L.C.,
a Delaware Limited
Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI

BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

| Exhibit | Found on Sequentially Numbered Page |
|--------------------------------------|---|
| Exhibit A: Agreement of Joint Filing | 18 |

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Zipcar, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2012

Benchmark Capital Partners V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-A, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-B, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Alexandre Balkanski /s/ Steven M. Spurlock

Edgar Filing: ZIPCAR INC - Form SC 13G

Steven M. Spurlock
Attorney-In-Fact

Bruce W. Dunlevie

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Peter Fenton

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

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J. William Gurley /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Kevin R. Harvey /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Robert C. Kagle /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Steven M. Spurlock /s/ Steven M. Spurlock
Steven M. Spurlock