

ZIPCAR INC

Form 3

April 08, 2011

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Â Benchmark Capital Partners V

L P

(Last)

(First)

(Middle)

2480 SAND HILL RD,Â SUITE

200

(Street)

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/08/2011

3. Issuer Name **and** Ticker or Trading Symbol

ZIPCAR INC [ZIP]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner____ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ 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)

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

SEC 1473 (7-02)

**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 control number.****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)

Date

Exercisable

Expiration

Date

3. Title and Amount of

Securities Underlying

Derivative Security

(Instr. 4)

Title

Amount or

Number of

4. Conversion

or Exercise

Price of

Derivative

Security

5. Ownership

Form of

Derivative

Security:

Direct (D)

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	3,017,241	\$ (1)		D	Â
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	346,132	\$ (1)		D	Â
Series D Redeemable Convertible Preferred Stock	Â (3)	Â (2)	Common Stock	439,227	\$ (3)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Partners V L P 2480 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Steve
Spurlock

04/08/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

Each share of Series D Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar,

(1) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

(2) Not applicable.

Each share of Series E Redeemable Convertible Preferred Stock will convert into 0.5 shares of common stock upon the closing of Zipcar,

(3) Inc.'s initial public offering of common stock. Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011.

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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