

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 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.

5 SHARED VOTING POWER  
6 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  
 REPRESENTED  
 11 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*	
	(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 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	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  
 SHARES  
 11 PERCENT  
 OF  
 CLASS 6.3%  
 REPRESENTED  
 BY  
 AMOUNT  
 IN

ROW 9

12

TYPE  
OF  
REPORTING  
PERSON

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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

CUSIP NO. 98974X103 13 G Page 13 of 19

1	NAME OF REPORTING PERSON Steven M. Spurlock
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 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	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 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

CUSIP NO. 98974X103 13 G Page 14 of 19

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 <sup>th</sup> Floor Cambridge, MA 02141

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

CUSIP NO. 98974X103 13 G Page 15 of 19

(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