

KAGLE ROBERT  
Form 3  
April 08, 2011

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

OMB APPROVAL

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**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 KAGLE ROBERT  
(Last) (First) (Middle)

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 Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)

C/O BENCHMARK CAPITAL PARTNERS,Â 2480 SAND HILL RD SUITE 200  
(Street)

MENLO PARK,Â CAÂ 94025  
(City) (State) (Zip)

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)

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**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 of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	3,017,241	\$ (1)	I	See Footnotes (3) (4)
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	346,132	\$ (1)	I	See Footnotes (4) (5)
Series E Redeemable Convertible Preferred Stock	Â (6)	Â (2)	Common Stock	439,227	\$ (6)	I	See Footnotes (4) (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAGLE ROBERT C/O BENCHMARK CAPITAL PARTNERS 2480 SAND HILL RD SUITE 200 MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

/s/ Robert C. Kagle 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.
  - (3) Consists of 3,017,241 shares held by Benchmark Capital Partners V, L.P., or BCP V, as nominee for Benchmark Capital Partners V, L.P., Benchmark Founders Fund V, L.P., Benchmark Founders' Fund V-A, L.P., Benchmark Founders' Fund V-B, L.P. and related individuals, collectively, the Benchmark Funds. Benchmark Capital Management Co. V, L.L.C., or BCMC V, is the General Partner of BCP V. BCMC V's managing members are Alexandre Balkanski, Bruce Dunlevie, Peter Fenton, J. William Gurley, Kevin Harvey, Robert Kagle, Mitchell Lasky and Steven Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (4) Mr. Kagle disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein.
  - (5) Consists of 346,132 shares held by BCP V, as nominee for Benchmark Capital Partners V, L.P., Benchmark Founders Fund V, L.P., Benchmark Founders' Fund V-A, L.P., Benchmark Founders' Fund V-B, L.P. and related individuals, collectively, the Benchmark Funds. Benchmark Capital Management Co. V, L.L.C., or BCMC V, is the General Partner of BCP V. BCMC V's managing members are Alexandre Balkanski, Bruce Dunlevie, Peter Fenton, J. William Gurley, Kevin Harvey, Robert Kagle, Mitchell Lasky and Steven Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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

- Consists of 439,227 shares held by BCP V, as nominee for Benchmark Capital Partners V, L.P., Benchmark Founders Fund V, L.P., Benchmark Founders' Fund V-A, L.P., Benchmark Founders' Fund V-B, L.P. and related individuals, collectively, the Benchmark Funds. Benchmark Capital Management Co. V, L.L.C., or BCMC V, is the General Partner of BCP V. BCMC V's managing members are Alexandre Balkanski, Bruce Dunlevie, Peter Fenton, J. William Gurley, Kevin Harvey, Robert Kagle, Mitchell Lasky and Steven Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.