

KAGLE ROBERT
Form 4
April 19, 2011

FORM 4

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

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).

STATEMENT OF CHANGES IN 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 *
KAGLE ROBERT

(Last) (First) (Middle)

C/O BENCHMARK CAPITAL PARTNERS, 2480 SAND HILL RD SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/19/2011		C	3,017,241	A	\$ 0 3,017,241	I See Footnotes (1) (2)
Common Stock	04/19/2011		C	346,132	A	\$ 0 3,363,373	I See Footnotes (2) (3)
Common Stock	04/19/2011		C	439,227	A	\$ 0 3,802,600	I See Footnotes (2) (4)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Redeemable Convertible Preferred Stock	(5)	04/19/2011		C	3,017,241	(5) (6)		Common Stock	3,017,241
Series D Redeemable Convertible Preferred Stock	(5)	04/19/2011		C	346,132	(5) (6)		Common Stock	346,132
Series E Redeemable Convertible Preferred Stock	(7)	04/19/2011		C	439,227	(7) (6)		Common Stock	439,227

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

X

Signatures

/s/ Robert C.
Kagle

04/19/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

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.

(1) 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.

(2) Mr. Kagle disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein.

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.

(3) 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.

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.

(4) 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.

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

(5) 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.

(6) Not applicable.

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

(7) 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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