

ZIPCAR INC  
Form S-8  
February 16, 2012

As filed with the Securities and Exchange Commission on February 16, 2012

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Zipcar, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**04-3499525**  
(I.R.S. Employer  
Identification No.)

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25 First Street, 4th Floor

Cambridge, MA  
(Address of Principal Executive Offices)

02141  
(Zip Code)

2011 Stock Incentive Plan

(Full Title of the Plan)

Scott W. Griffith

Chief Executive Officer

25 First Street, 4th Floor

Cambridge, MA 02141

(Name and Address of Agent For Service)

(617)-995-4231

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	

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Common Stock, \$0.001 par value per share	1,189,675 shares	\$13.96(2)	\$16,607,863(2)	\$1,904
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- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the registrant's common stock as reported on the NASDAQ Global Select Market on February 15, 2012.

### STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 1,189,675 shares of the registrant's common stock, \$0.001 par value per share, to be issued under the 2011 Stock Incentive Plan. This registration statement incorporates by reference the registrant's registration statement on Form S-8 (File No. 333-173611), as filed with the Securities and Exchange Commission on April 20, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on this 16<sup>th</sup> day of February, 2012.

ZIPCAR, INC.

By: /s/ Scott W. Griffith  
 Scott W. Griffith  
 Chairman and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Zipcar, Inc., hereby severally constitute and appoint Scott W. Griffith, Edward G. Goldfinger and Dean J. Breda, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Zipcar, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Scott W. Griffith Scott W. Griffith	Chairman and Chief Executive Officer (Principal executive officer)	February 16, 2012
/s/ Edward G. Goldfinger Edward G. Goldfinger	Chief Financial Officer (Principal financial and accounting officer)	February 16, 2012
/s/ Stephen M. Case Stephen M. Case	Director	February 16, 2012
/s/ Donn Davis Donn Davis	Director	February 16, 2012
/s/ William W. Helman William W. Helman	Director	February 16, 2012
/s/ Robert C. Kagle Robert C. Kagle	Director	February 16, 2012
/s/ John F. Kenny, Jr. John F. Kenny, Jr.	Director	February 16, 2012

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/s/ John J. Mahoney, Jr.  
John J. Mahoney, Jr.

Director

February 16, 2012

/s/ Jill C. Preotle  
Jill C. Preotle

Director

February 16, 2012

Margaret C. Whitman

Director

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(1)	Amended and Restated By-Laws of the Registrant
5	Opinion of Latham & Watkins LLP, counsel to the Registrant
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5)
23.2	Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP
23.3	Consent of Independent Registered Public Accounting Firm Baker Tilly Virchow Krause, LLP
24	Power of attorney (included on the signature pages of this registration statement)
99(1)	2011 Stock Incentive Plan

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-167220), and incorporated herein by reference.