

ZIPCAR INC
Form SC 13G/A
February 12, 2014

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. 2)*

Zipcar, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98974X103

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

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 18

CUSIP NO. 98974X103 13 G Page 2 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 See response to row 5.

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98974X103 13 G Page 3 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V, L.P. ("BFF V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 See response to row 5.

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

PN

12

CUSIP NO. 98974X103 13 G Page 4 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 See response to row 5.

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

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")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 See response to row 5.

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

PN

12

CUSIP NO. 98974X103 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 See response to row 5.

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. 98974X103 13 G Page 7 of 19

1 NAME OF REPORTING PERSON Alexandre Balkanski

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 98974X103 13 G Page 8 of 19

1 NAME OF REPORTING PERSON Bruce W. Dunlevie

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

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REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98974X103 13 G Page 9 of 19

1 NAME OF REPORTING PERSON Peter Fenton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

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REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98974X103 13 G Page 10 of 19

1 NAME OF REPORTING PERSON J. William Gurley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

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REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

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1 NAME OF REPORTING PERSON Kevin R. Harvey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

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REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

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1 NAME OF REPORTING PERSON Robert C. Kagle

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98974X103 13 G Page 13 of 19

1 NAME OF REPORTING PERSON Mitchell H. Lasky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

SOLE VOTING POWER

5 0 shares

NUMBER OF SHARED VOTING POWER

SHARES 6 0 shares

BENEFICIALLY

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING 7 0 shares

PERSON

WITH SHARED DISPOSITIVE POWER

8 0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 REPORTING PERSON 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98974X103 13 G Page 14 of 19

1