

Griffith Scott W.
Form 3
April 08, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Griffith Scott W.

(Last) (First) (Middle)

C/O ZIPCAR, INC., 25 FIRST
STREET, 4TH FLOOR

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

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)

Chairman of the Board & CEO

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)

Common Stock

512,500 ⁽¹⁾

D

^

Common Stock

50,000 ⁽¹⁾

D

^

Common Stock

50,000 ⁽¹⁾

I

See Footnote ⁽²⁾

Common Stock

87,500 ⁽¹⁾

I

See Footnote ⁽³⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (right to buy)	Â (4)	11/29/2015	Common Stock	375,000 (5)	\$ 0.98 (5) D Â
Nonstatutory Stock Option (right to buy)	Â (6)	11/03/2018	Common Stock	237,640 (5)	\$ 5.1 (5) D Â
Incentive Stock Option (right to buy)	Â (6)	11/03/2018	Common Stock	12,360 (5)	\$ 5.1 (5) D Â
Nonstatutory Stock Option (right to buy)	Â (7)	02/25/2010	Common Stock	211,456 (5)	\$ 8.74 (5) D Â
Incentive Stock Option (right to buy)	Â (7)	02/25/2020	Common Stock	38,544 (5)	\$ 8.74 (5) D Â
Nonstatutory Stock Option (right to buy)	Â (8)	02/24/2021	Common Stock	250,000 (5)	\$ 14.42 (5) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Griffith Scott W. C/O ZIPCAR, INC., 25 FIRST STREET 4TH FLOOR CAMBRIDGE, MA 02141	Â X	Â	Â Chairman of the Board & CEO	Â

Signatures

/s/ Scott W. Griffith
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).
- (1) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which each share of common stock was reduced by half.
- (2) Held by the Scott W. Griffith Qualified Annuity Trust, of which Mr. Griffith is trustee. Mr. Griffith disclaims beneficial ownership of the shares held by Scott W. Griffith Qualified Annuity Trust, except to the extent of his pecuniary interest therein.
- (3) Held by the Black Bear Trust, of which Mr. Griffith is trustee. Mr. Griffith disclaims beneficial ownership of the shares held by Black Bear Trust, except to the extent of his pecuniary interest therein.
- (4) This option is fully exercisable.

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- Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which
- (5) (i) the number of shares of common stock underlying this option was reduced by half and (ii) the exercise price of this option was doubled.
 - (6) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on December 3, 2008.
 - (7) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 25, 2010.
 - (8) This option becomes exercisable as to 2.0833% of the shares subject to this option in 48 equal monthly installments beginning on March 24, 2011.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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