

ZIPCAR INC  
Form S-1MEF  
April 13, 2011

As filed with the Securities and Exchange Commission on April 13, 2011

Registration No. 333-

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

**FORM S-1**  
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)

**7514**  
(Primary Standard Industrial  
Classification Code Number)  
25 First Street, 4th Floor

**04-3499525**  
(I.R.S. Employer  
Identification Number)

Cambridge, MA 02141

(617) 995-4231

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Scott W. Griffith**

**Chief Executive Officer**

**25 First Street, 4th Floor**

**Cambridge, MA 02141**

**(617) 995-4231**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

*Copies to:*

**John H. Chory, Esq.**

**Susan L. Mazur, Esq.**

**Latham & Watkins LLP**

**John Hancock Tower**

**200 Clarendon Street**

**Boston, Massachusetts 02116**

**(617) 498-6000**

**Keith F. Higgins, Esq.**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, Massachusetts 02199**

**(617) 951-7000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. p 333-167220

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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. (Check one):

Large accelerated filer "

Accelerated filer "

Non-accelerated filer

Smaller reporting company "

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(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (3)</b>	<b>Amount of registration fee</b>
Common Stock, \$0.001 par value per share	1,553,393 shares	\$18.00	\$27,961,074	\$3,247

- (1) Includes 202,617 shares which the Underwriters have the option to purchase from the Company.
- (2) Based on the public offering price of \$18.00 per share.
- (3) Estimated in accordance with Rule 457(a) of the Securities Act of 1933.

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Zipcar, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-167220), which was declared effective by the Securities and Exchange Commission on April 8, 2011, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 13<sup>th</sup> day of April, 2011.

ZIPCAR, INC.

By: /s/ Scott W. Griffith  
Scott W. Griffith

Chief Executive Officer

**SIGNATURES**

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.

Signature	Title	Date
/s/ Scott W. Griffith		April 13, 2011
Scott W. Griffith	Chairman and Chief Executive Officer (Principal executive officer)	
/s/ Edward G. Goldfinger		April 13, 2011
Edward G. Goldfinger	Chief Financial Officer (Principal financial and accounting officer)	
*		April 13, 2011
Stephen M. Case	Director	
*		April 13, 2011
Donn Davis	Director	
*		April 13, 2011
William W. Helman	Director	
*		April 13, 2011
Robert C. Kagle	Director	
*		April 13, 2011
John F. Kenny, Jr.	Director	
*		April 13, 2011
John J. Mahoney, Jr.	Director	
*		April 13, 2011
Jill C. Preotle	Director	
*		April 13, 2011
Margaret C. Whitman	Director	

\*By: /s/ Edward G. Goldfinger  
Edward G. Goldfinger

Attorney-in-fact

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Latham & Watkins LLP
23.1	Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP
23.2	Consent of Independent Registered Public Accounting Firm Baker Tilly Virchow Krause, LLP
23.3	Consent of Latham & Watkins LLP (included in Exhibit 5)
24.1	Powers of Attorney
24.2	Powers of Attorney of Stephen M. Case and John J. Mahoney, Jr.
24.3	Power of Attorney of Margaret C. Whitman

Included on the signature page to the Registrant's Registration Statement on Form S-1 (File No. 333-167220) filed with the Commission on June 1, 2010

Included as Exhibit 24.2 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-167220) filed with the Commission on December 17, 2010.

Included as Exhibit 24.2 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 (File No. 333-167220) filed with the Commission on March 4, 2011.