ZIPCAR INC
Form 10-K
March 04, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
December 31, 2011 For the fiscal year ended December 31, 2012

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission File Number: 001-35131

ZIPCAR, INC.

(Exact Name of registrant as specified in its charter)

Delaware	**04-3499525**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification Number)**
25 First Street, 4th Floor, Cambridge, MA	**02141**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (617) 995-4231

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.001 per share	**Nasdaq Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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

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

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes ¨ No x

The aggregate market value of the voting stock held by non-affiliates of the registrant, as of June 30, 2012, was approximately $245.2 million (based on the closing price of the registrant s Common Stock on the Nasdaq Global Select Market on June 29, 2012, of $11.73 per share).

The number of shares outstanding of the registrant s $0.001 par value Common Stock as of February 28, 2013 was 40,868,767.

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ANNUAL REPORT ON FORM 10-K

YEAR ENDED DECEMBER 31, 2012

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PART I

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include expectations regarding: any expectation of earnings, revenues or other financial items; any statements of the plans, strategies and objectives of management for future operations; any projections or estimates as to market size; factors that may affect our operating results; statements related to future economic conditions or performance; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. These statements are often identified by the use of words such as, but not limited to, anticipate, believe, continue, could, estimate, expect, intend, may, will, plan, target, continue, and similar expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in Item 1A titled Risk Factors in this Annual Report on Form 10-K and in our other filings with the Securities and Exchange Commission, or SEC. Furthermore, such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements.

Item 1. *BUSINESS*

Proposed Merger of the Company

On December 31, 2012, Zipcar, Avis Budget Group, Inc., or Avis Budget, and Millennium Acquisition Sub, Inc., a wholly-owned subsidiary of Avis Budget, or Merger Sub, entered into an Agreement and Plan of Merger, which we refer to herein as the merger agreement, pursuant to which, on the terms and subject to the conditions set forth in the merger agreement, Avis Budget agreed to acquire all of the outstanding shares of Zipcar for $12.25 per share in cash, without interest, and pursuant to which Merger Sub will be merged with and into Zipcar with Zipcar continuing as the surviving corporation and a wholly-owned subsidiary of Avis Budget, which we refer to herein as the merger.

On the terms and subject to the conditions set forth in the merger agreement, which has been unanimously approved by our Board of Directors, at the effective time of the merger, or the effective time, and as a result thereof, each share of our common stock that is issued and outstanding immediately prior to the effective time (other than our common stock owned by Avis Budget, Merger Sub or any of their respective subsidiaries, or by Zipcar or any subsidiary of Zipcar, which will be canceled without payment of any consideration, and shares of our common stock for which appraisal rights have been validly exercised and not withdrawn) will be converted into the right to receive $12.25 in cash, without interest, or the merger consideration. Each outstanding option to purchase our common stock will be accelerated, become fully vested and be cancelled prior to the effective time and each holder of an option will be entitled to receive, in cash, the amount by which the merger consideration exceeds the exercise price of such option multiplied by the number of shares of common stock subject to such option. Each outstanding warrant to purchase or otherwise acquire our common stock will be accelerated, become fully vested and be cancelled at the effective time and each holder of a warrant will be entitled to receive, in cash, the amount by which the merger consideration exceeds the exercise price of such warrant multiplied by the number of shares of our common stock subject to such warrant.

Consummation of the merger is subject to customary conditions, including (i) adoption of the merger agreement by the holders of a majority of the outstanding shares of our common stock, (ii) the absence of any

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law or order prohibiting the consummation of the merger, (iii) review of the merger by the UK competition authorities and compliance with any other applicable antitrust or competition laws or regulations, and (iv) the absence of a material adverse effect with respect to us. The consummation of the merger is not subject to a financing condition.

The merger agreement contains certain termination rights for both Avis Budget and Zipcar, and further provides that, upon termination of the merger agreement in certain circumstances, we would be required to pay Avis Budget a termination fee of $16,807,250.

A special meeting of stockholders is scheduled for March 7, 2013 to consider and vote upon adoption of the merger agreement.

The foregoing descriptions of the merger and the merger agreement do not purport to be complete and are subject to, and qualified in their entirety by reference to, the full text of the merger agreement, which is attached as Exhibit 2.1 to Zipcar s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 2, 2013 and is incorporated herein by reference.

Overview

Zipcar operates the world s leading car sharing network. Founded in 2000, we provide the freedom of wheels when you want them to over 775,000 members, whom we refer to as Zipsters. We operate our membership-based business in 20 major metropolitan areas and on more than 300 college campuses in the United States, Canada, the United Kingdom, Spain and Austria. We provide Zipsters with self-service vehicles in conveniently located reserved parking spaces in the neighborhoods where they live and work. Our members may reserve cars by the hour or by the day at rates that include gas, insurance and other costs associated with car ownership. Our service is simple and convenient:

Join. A prospective member joins at zipcar.com and chooses from several subscription plans. The new member will receive his or her Zipcard within days of signing up.

Reserve. The Zipster selects a specific vehicle in a particular location and reserves it for the desired period of time. The reservation, which can be made online, on a mobile device or over the phone, is sent by a wireless signal to the selected Zipcar.

Unlock. When the Zipster arrives at the vehicle in its designated parking space, the Zipcar recognizes the member s unique Zipcard and unlocks the doors.

Drive. The Zipster drives away. At the end of the trip, the member returns the Zipcar to its designated parking space and, using the Zipcard, locks the doors.

We believe the benefits to our members extend beyond simplicity and convenience. Zipsters have the flexibility to choose the make, model, type and even the color of the Zipcar they want depending on their specific needs and desires for each trip and the available Zipcars in their neighborhoods. Upon returning the Zipcar, the member simply walks away. The flexibility and affordability of our service, as well as broader consumer trends toward responsible and sustainable living, provide a significant platform for future growth.

Our self-service solution is enabled by our proprietary technology platform, which we specifically designed to manage the complex interactions of real-time, location-based activities inherent in a large scale car sharing operation. Our custom-designed technology supports a fully-integrated set of activities across our rapidly growing operations, including new user application and intake, reservations and keyless vehicle access, fleet management and member management. Our technology also enables us to collect and analyze vast amounts of member usage and fleet operations information to enhance the Zipster experience. On the member side, our system provides car sharing iPhone, Android and Reserve a Zipcar Facebook applications, as well as our mobile website, which can be used on smartphones, providing members with increased avenues through which

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they can make, extend or change reservations. We also provide two-way SMS texting, enabling our vehicles to proactively reach out to members during their reservation via their mobile device to manage their reservation, including instant reservation extension.

We initially focused our operations in three metropolitan areas: Boston, New York and Washington, D.C. These markets have since developed into active car sharing markets that continue to grow. We then applied our knowledge and experience from operating in these markets to develop and grow additional markets, such as San Francisco, Los Angeles, Chicago, Baltimore, Providence, Austin, Miami, Toronto, Vancouver and London. We further increased our geographic footprint to include Seattle, Portland, Atlanta, Philadelphia and Pittsburgh through a merger with Flexcar in 2007. In April 2010, we expanded our operations in the United Kingdom through the acquisition of Streetcar. Our presence in London also serves as our European center of operations and management. We completed the integration of our London operations with those of Streetcar in the fourth quarter of 2011. In February 2012, we acquired a majority interest in Barcelona-based Avancar, the largest car sharing service in Spain, and completed the integration of Avancar s operations with Zipcar s operations in October 2012. In July 2012, we acquired Denzel Mobility CarSharing GmbH, a leading car sharing service in Austria, operating under the name CarSharing.at.

We intend to continue to grow by increasing awareness and adoption in existing markets, extending the car-sharing concept, expanding into new international and domestic markets, broadening our relationships with existing members and continuing to focus on building relationships with businesses, universities and governmental organizations. We believe our 20 major metropolitan areas have significant potential for growth and that we remain early in the adoption cycle in all of our markets. We currently estimate that over 10 million driving age residents, business commuters and university community members live or work within a short walk of a Zipcar and we expect that as we increase our fleet and our geographic footprint, the number of driving age residents living or working within a short walk of a Zipcar is likely to increase. We have identified more than 100 additional global metropolitan areas and hundreds of universities that would be attractive markets for the adoption of car sharing over time.

New mobility models and technologies are emerging, including peer-to-peer, station-less and one-way car sharing, ridesharing and smart parking. We believe these new models are largely complementary to the car sharing services we offer and view the growth of the mobility category as an opportunity for us to expand our addressable market. These new models and technologies may take us into adjacent services that leverage our brand, technology, experience and membership base and hold compelling long-term growth potential in the mobility space.

Transportation Challenges in Cities and University Communities

The current challenges of transportation in cities and university communities are numerous:

For Urban Residents Who Do Not Own Cars. Many urban residents do not own a car and rely heavily on their city s public transportation infrastructure. However, public transportation does not effectively address all of their transportation needs. Within a city, the resident s desired destination may not be located near the predetermined route of a subway or bus. Additionally, the resident s desired travel time often does not coincide conveniently with the fixed and limited schedules of public transportation, and transfers can be inconvenient and time consuming. Errands involving heavy loads, such as bulk grocery shopping or buying furniture, are not well suited for public transportation. Taxi cabs meet the needs of some trips; however, for longer trips or trips that include multiple stops, taxis are expensive and often impractical. Public transportation is also not well suited for travel outside the city, including for short vacations, trips to the beach, shopping in the suburbs or visits to see friends and family. Traditional car rental companies address some of these challenges, but their cars are often inconveniently located, require rental commitments of a day or longer and often include time consuming pick-up and drop-off procedures.

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For Urban Residents Who Own Cars. Within cities, car owners face numerous challenges. The cost of owning and maintaining a car in urban areas, including parking, gas, taxes, registration, insurance, maintenance and lease payments, is high and continues to increase and a typical car sits idle the vast majority of the time. Many car owners in urban areas have difficulty finding or affording parking garages that are conveniently located near their homes. Some residents park their cars on the street, which frequently requires a permit, subjects the owner to the daily hassles of alternate day street sweeping and the seasonal inconveniences of shoveling snow and snow emergency parking bans. In addition, cars parked on the street are more vulnerable to damage and theft. Lastly, car owners in urban areas may not have the type of vehicle needed for a desired activity, such as a pick-up truck or van for moving furniture.

For College and University Students, Faculty and Other Community Residents. University communities face unique challenges in accommodating car owners. University communities frequently have a common goal to optimize public space and minimize campus congestion. Many universities discourage students from parking cars on campus and often do not issue parking permits to freshmen. Even when allowed, parking is often inconvenient due to limited space and can be prohibitively expensive. For those who do not own cars, transportation alternatives are often limited.

For Businesses and Government Agencies Located in Cities. Many businesses and government agencies that are located in cities need to provide their employees with transportation alternatives for trips in and around the city, including, for example, meetings with clients, vendors or constituents. Public transportation can be inconvenient and is often impractical when desired destinations are not on public transit routes. Maintaining a dedicated fleet of company or municipal cars is an expensive way to guarantee transportation alternatives for employees. Furthermore, those with a fleet of cars have the additional burden of finding and paying for parking spaces, cleaning and maintaining the vehicles, administering the scheduling system and paying for insurance, among other costs and inconveniences.

Our Solutions

Individual Membership. We offer a simple, effective and sustainable solution that provides Zipsters the freedom of on-demand access to a fleet of vehicles at any hour of the day or night, in their neighborhood or in any of our Zipcar cities and locations, without the costs or hassles of car ownership. Benefits to Zipsters include:

Cost-effective alternative to car ownership. Our Zipsters pay only for the time they actually use the vehicle and have no responsibility for the additional costs and hassles associated with car ownership, including parking, gas, taxes, registration, insurance, maintenance and lease payments.

Convenience and accessibility of our fleet. Zipcars are interspersed throughout local neighborhoods where they are parked in reserved parking spaces and garages within an easy walk of where our members live and work. Zipsters can book a designated vehicle online, by phone or via their mobile device, unlock the selected vehicle using their Zipcard, and drive away. Because each Zipcar has a designated parking space, members are spared the often time-consuming undertaking of finding an available parking spot.

Freedom and control. Unlike public transportation, which operates on fixed routes and schedules, we provide Zipsters with much of the freedom associated with car ownership. Like car owners, Zipsters can choose when and where they want to drive. They also have the added benefit of being able to choose, based upon the readily available Zipcars in their neighborhoods, the make, model, type and even the color of the vehicle they want to drive based on their specific needs and desires for each trip.

Responsible and sustainable living. We are committed to providing Zipsters with socially responsible, sustainable alternatives that support the global environment, their communities and city livability. Studies show that car sharing reduces the number of miles driven, the number of vehicles on the road and CO_2 emissions.

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Zipcar for Universities. We provide college students, faculty, staff and local residents living in or near rural and urban campuses with access to Zipcars. Zipcars are located on over 300 college and university campuses. Our program for universities helps university administrators maximize the use of limited parking space on campus and reduce campus congestion while providing an important amenity for students, faculty, staff and local residents. In some cases, Zipcar is the only automobile transportation available to students, since many traditional rental car services have higher age restrictions.

Zipcar for Business and Zipcar for Government. We offer special programs to businesses, federal agencies and local governments seeking to save money, meet environmental sustainability goals and reduce parking requirements. We offer reduced membership fees and weekday driving rates to employees of companies, federal agencies and local governments that sponsor the use of Zipcars. We have also partnered with residential property managers and developers who provide their commercial and residential tenants with access to Zipcar memberships and Zipcars.

FastFleet. We offer a fleet management solution, known as FastFleet, to organizations that manage their own fleets of vehicles. Through this service, we license our proprietary vehicle-on-demand technology on a software-as-a-service basis to organizations that already manage their own fleets of vehicles. FastFleet enables these organizations to maximize the efficiency and reduce the cost of their own fleets by monitoring and improving per-vehicle utilization levels as well as streamlining the administrative efforts required to manage the vehicle fleet.

Global Trends Supporting Car Sharing

Urbanization. According to the United Nations, the percentage of the world s population living in cities exceeded 50% in 2010 and is expected to reach 59% by 2030. As population density increases in urban areas, traffic and pollution increase, and public space becomes more difficult to preserve. To address the negative effects of increasing urbanization, local governments are searching for solutions, such as car sharing, to make cities more livable for urban residents.

Affordability. The cost of living in urban areas is high and increasing. We believe urban residents in cities throughout the world are searching for ways to consume goods and services more economically. The costs associated with car ownership make affordable urban living more challenging.

Trends Toward Self-Service and Pay-Per-Use Consumption. Consumers increasingly expect a combination of self-service, on-demand and pay-per-use methods to acquire goods and services. The increased usage of online and mobile services for shopping, banking, travel, entertainment and fashion has heightened consumer interest in accessing goods and services anytime, anywhere and paying only for what they use. We believe that car sharing is a natural extension of this trend in consumer behavior. Many consumers are delaying or foregoing car ownership altogether, viewing it as expensive, inconvenient and inefficient. We believe our leading, first-mover brand position has made us synonymous with pay-per-use mobility and smart consumption.

Focus on Sustainability. We believe an important and growing population of consumers, businesses, universities and governments is motivated to adopt and promote sustainable transportation solutions. Increasing concerns about the lasting negative impacts of increased pollution and the depletion of natural resources underscore the need for transportation solutions that promote sustainable living. Governments are also supporting sustainable living by introducing new regulations for vehicle manufacturers that will reduce greenhouse gas emissions and improve fuel economy.

We believe these global trends will continue for decades and that demand for car sharing services will grow accordingly.

Market Opportunity

We believe that car sharing memberships in our current cities represent a small fraction of the potential global market opportunity, not only because of our ability to increase adoption in existing markets, but also because there are many international and domestic markets with little or no car sharing services. Moreover, while car sharing has existed in many European countries for several years, we believe that the European market in general remains fragmented, with no clear leader. We believe cities with high population densities, strong public transportation infrastructures, significant traffic and parking congestion problems and high costs of car ownership provide the largest opportunities for car sharing solutions. In addition, new mobility models and technologies are emerging, including peer-to-peer, station-less and one-way car sharing, ridesharing and smart parking. We believe these new models are largely complementary to the car sharing services we offer and view the growth of the mobility category as an opportunity for us to expand our addressable market.

Competition

We group our competitors into three classes: car ownership, traditional rental car companies and other providers of car sharing and similar services.

Car Ownership. To compete with car ownership, we must provide a low cost, easy-to-use solution with convenient, around-the-clock vehicle availability. We believe that Zipcars offer the freedom and flexibility of cars on demand without the costs and hassles of car ownership.

Traditional Rental Car Companies. We also compete with traditional rental car companies, which typically have centralized locations near airports and transportation hubs, charge daily rates which exclude the costs of gas and insurance and primarily target business travelers and families on vacation. To offer a competitive alternative to traditional car rental, we intersperse our car locations throughout cities and university campuses within an easy walk of where Zipsters live and work. Our members can reserve Zipcars for as short a period as one hour, and our rates include the costs of gas and insurance.

Other Providers of Car Sharing or Similar Services. In addition to their traditional rental car businesses, Hertz, Enterprise and UHaul have launched separately branded car sharing operations. These companies have long histories operating their core rental car businesses, but none of them has been specifically designed and built as a car sharing network. Therefore, we believe they may have difficulty adapting to a member based service rather than a transaction based service because they do not share many of the key attributes that we believe are essential to succeeding in car sharing, including an integrated and purpose built technology platform, extensive car sharing operating and transactional experience, focus on providing an optimal member experience or brand recognition in the car sharing space. In addition, auto manufacturers such as Daimler and BMW have established, or partnered with other companies to offer, forms of car sharing or car sharing like services.

Our car sharing competitors also include a growing number of for-profit and not-for-profit operators in certain metropolitan areas, such as Chicago, Toronto, Philadelphia, San Francisco, London and other North American and European cities. Many of these competitors operate in only one city and lack a critical mass of vehicles to provide a member experience competitive with that of Zipcar. As a result, they do not benefit from the same operational efficiencies and economies of scale and may be less likely to invest in infrastructure to the degree we believe is necessary to remain competitive.

In addition, new mobility models and technologies have emerged more recently in both North America and Europe, such as station-less, one-way and peer-to-peer car sharing, ridesharing and smart parking. While these new models and technologies may be viewed as competitive with our services, we believe they are largely complementary to, rather than competitive with, the car sharing services we provide and represent an expansion of our addressable market.

Our Competitive Differentiators

We believe our current leadership position is based on a number of distinct competitive advantages:

Our First Mover Position, Within and Across Cities. We have over 775,000 members and thousands of Zipcars interspersed throughout the largest car sharing network of cities and vehicle locations in the world. Since our members need different vehicles for different purposes, we provide a broad range of vehicle alternatives to suit their specific needs and desires for each trip. Based upon the readily available Zipcars in their neighborhoods, our members have the flexibility to reserve a hybrid vehicle for fuel efficiency, a pick-up truck or a van to bring new furniture home from the store, a minivan to travel with friends to the beach or a luxury vehicle for a night out on the town. No other car sharing service offers the size and diversity of our Zipcar fleet or operates a network within and across as many cities as we do.

We estimate that most of our members live or work within a five to ten minute walk of a Zipcar. We try to provide convenient access to our fleet of vehicles by interspersing them throughout the cities and university campuses in which we operate. We are able to effectively place our vehicles in our members neighborhoods because we have procured thousands of spaces with local parking providers and municipalities. We do not believe any other car sharing or car rental service provides consumers this level of convenient vehicle locations.

In addition to the benefits our members experience from our global car sharing network, we benefit from economies of scale in our cost structure. For example, investments we make in our technology, such as our iPhone and Android applications, can be distributed across our wide membership base and fleet of vehicles.

Low Cost, Word of Mouth Marketing. We have established a broad, diverse and active membership base. For many, becoming a Zipster is about much more than cost-effective transportation solutions; it is about joining an engaged and enthusiastic community that is environmentally aware, socially responsible and committed to sustainable city living and smart consumption. Our membership community actively recruits new members and surveys of our members indicate that a significant percentage of new members learn of Zipcar from existing members. We believe the loyalty and active recruiting among our members creates a network effect and provides us with a powerful competitive advantage.

We believe that most of our members positively and proactively identify with Zipcar because they subscribe to our core values and have incorporated our car sharing services into their everyday lifestyle. We have developed a member relationship approach which attempts to reach people in the early stages of their driving life (i.e., at college or university) and continues to serve them through various life stages thereafter. We believe our members remain with us for an average of close to five years.

A Brand Synonymous with Car Sharing and Smart Consumption. We believe the Zipcar brand embodies our mission of enabling simple and responsible urban living. As with any consumer business, there is an important element of trust and reliability associated with an established brand name. We view our Zipsters as brand ambassadors, and their continued advocacy of our brand is a cornerstone of our success. We have won numerous awards which underscore our powerful brand and reputation. We believe our leading, first-mover brand position has made us synonymous with pay-per-use mobility and smart consumption. As a leading smart lifestyle brand, Zipcar is at the forefront of enabling people to fulfill their personal mobility needs in smart and efficient ways.

Our Integrated Technology Platform. Our proprietary technology platform was specifically designed for car sharing and has been continually refined and upgraded to optimize the experience of our members. Our technology supports application processing, reservations and keyless vehicle access, fleet management, member management, bill presentment, payment and reporting, which enables us to collect and analyze vast amounts of customer usage and fleet operations data. This technology platform is fully integrated across our web, wireless and mobile interfaces for the benefit of our members, as well as for internal purposes, ensuring a seamless

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experience across all communication channels. Our systems have been architected modularly and integrated seamlessly to provide a highly flexible, expandable and upgradable infrastructure that can easily scale across global markets.

Our Knowledge Base. Our twelve years of operating experience in new and existing markets is a key advantage. None of our competitors has the benefit of having launched and operated car sharing at a scale in as many cities as we have. Our extensive experience has allowed us to become experts in areas such as member acquisition, member support, fleet mix, vehicle location and key metrics management. We have accumulated over ten years of detailed car sharing data representing millions of member interactions, vehicle reservations and related activities. This database, along with our reporting and business information tools, enables extensive and rapid analysis of member and vehicle usage patterns and supports agile decision-making. This operational experience not only serves as a competitive advantage in our existing markets, but also helps us to effectively launch and expand into new markets. No other car sharing service in the United States has been operating as long as we have.

Our Member Experience. Since our inception, we have focused on optimizing our members online, mobile, vehicle and customer support experience. Consumers increasingly expect 24/7 self-service, pay-per-use and on-demand alternatives in many aspects of their daily lives. We provide this alternative for mobility services. All of these consumer services, including our own, were enabled by the rapid emergence of new technologies in recent years, especially high-speed internet and low-cost wireless networks. We have continually focused on technological innovation to better understand and anticipate our members needs and to enable us to optimize our members experience. Our system provides car sharing iPhone, Android and Reserve a Zipcar Facebook applications, as well as our mobile website, providing members with increased avenues through which they can make, extend or change reservations. We also provide two-way SMS texting, enabling our vehicles to proactively reach out to members during their reservation via their mobile device to manage their reservation, including instant reservation extension. Today, nearly half of our reservation activity is conducted through one of our mobile applications.

Our Growth Strategy

We intend to aggressively pursue growth in our business with the following strategies:

Increase Awareness and Adoption in Existing Markets. In addition to our existing members, we estimate that there are currently more than ten million driving age residents in our existing markets within a short walk of a Zipcar. While we do not expect that all of these driving age residents will become members of Zipcar or any other car sharing service, we plan to attract new members through a combination of awareness campaigns, including advertising, member referrals, community events, search engine marketing, public relations and online banner advertising. As we continue to grow our member base, we believe that brand advocacy by our loyal members, along with our physical presence in branded vehicles and parking location signage, will have a compounding effect on the overall awareness of our brand in each market. We believe the growth of social media, such as Facebook, Twitter and Foursquare, also positively contributes to our brand awareness through word-of-mouth and viral marketing. As an additional avenue of new member growth, we plan to expand the number of businesses, government agencies and universities we serve within our existing markets.

Expand into New Markets. We continue to expand into new international and domestic markets both organically and through acquisitions and other business combinations and partnerships. In November 2007, we acquired Flexcar, which extended our geographic footprint in North America. In April 2010, we acquired Streetcar, which we believe will establish a base for future expansion opportunities in Europe. Our market expansion strategy is based on our experience and expertise in identifying and expanding into attractive new markets that can support car sharing. We intend to enter additional cities in Europe and Asia through a combination of organic growth, acquisitions, joint ventures, franchise opportunities and other relationships. In 2009, we acquired a minority interest in Avancar, the largest car sharing service in Spain, and in 2011, we

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exercised our option to increase our percentage ownership in Avancar to a controlling stake of 60%. In February 2012, we made a strategic equity investment in Wheelz, a peer-to-peer car sharing company. In July 2012, we acquired Denzel Mobility CarSharing GmbH, a leading car sharing service in Austria, operating under the name CarSharing.at. Domestically, we intend to continue expanding into new markets, including cities that are near our current markets. We launched Zipcar in Austin and Miami during 2012.

Leverage Our Network to Broaden Our Relationships with Members. Our members are critical to our success. We actively pursue feedback from our members to better understand and satisfy their needs. We believe continuously improving the member experience translates into longer and more active member relationships. For example, our overnight program, which allows a member to reserve a vehicle during certain periods on weeknights, allows our members to run errands or attend events in the evenings and park the Zipcars around their homes at night before returning them the following morning, all for approximately half the cost of a daily rate. In 2011, we expanded our damage fee waiver program to include a monthly option, significantly increasing the appeal of this program to our members. In early 2012, we began piloting in North America our Zipvan service, building off our successful cargo van service in the United Kingdom, and launched the service in nine North American cities in 2012 and in Barcelona in February 2013. We have also established a commerce and community function and have implemented a new segmentation database to inform our marketing, vehicle location and pricing actions and to improve personalization of the service, while at the same time seeking to drive profitable growth. In January 2012, we began piloting a weekday, no annual fee driving program called the Access Plan, in Toronto and Vancouver, Canada. The Access Plan lets members drive Zipcars and Zipvans (where available) from Monday through Friday, excluding holidays. We will continue to seek ways to leverage our network in order to broaden our product and service offerings and to provide our members with personalized and localized mobility services to meet the unique challenges associated with urban and university lifestyles.

In addition, new mobility models and technologies are emerging, including peer-to-peer, station-less and one-way car sharing, ridesharing and smart parking. We believe these new models are largely complementary to the car sharing services we offer. We view the growth of the mobility category in new directions as an opportunity for us to expand our addressable market. We believe our strong brand and first-to-scale advantage put us in a unique position to exploit the network effects and business synergies we can bring to the broader mobility space.

Continue to Build Offerings for Businesses and Government Agencies. Through our Zipcar for Business program, we offer reduced membership fees and weekday driving rates to employees of companies, federal agencies and local governments that sponsor the use of Zipcars. Through our FastFleet software-as-a-service platform, the technology we use in our core operations is available to businesses and government agencies for the management and administration of their own fleet operations. We have entered into relationships related to our services with a number of municipalities and with government agencies in Boston, New York, Philadelphia, Washington, D.C., Chicago, Wilmington, Delaware and other cities. We have a dedicated marketing group that is targeting additional government agencies and businesses.

Our Technology

We design and build our technology specifically for car sharing with a focus on simplicity and superior membership experience.

Integrated Technology Platform. Our fully-integrated platform centralizes the management of our reservations, member services, fleet operations and financial systems to optimize member experience, minimize costs and leverage efficiencies. Through this platform, we:

- process new member applications;
- manage reservations;
- manage and monitor member interactions;

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- manage billing and payment processing across multiple currencies;
- manage our car sharing fleet remotely; and
- monitor and analyze key metrics of each Zipcar such as utilization rate, mileage and maintenance requirements.

Each interaction between members and our Zipcars is captured in our system, across all communication channels, providing us with knowledge we use to improve the experience of our Zipsters and better optimize our business processes. We have built and continue to innovate our technology platform in order to support growth and scalability.

Reservation System Software. Our reservation system is built on open source web applications developed by our technology team to process membership applications and enable existing members to reserve Zipcars online, over the phone, using mobile applications on the iPhone or Android platforms, or through a Facebook application. Through our reservation system, members have around-the-clock access to the complete, real-time inventory of Zipcars and can manage all necessary transactions online. Because all of our reservation and member services data is fed back into our centralized Oracle database, we are able to track and analyze aggregated member usage data to better allocate vehicles among locations and improve availability and convenience for our Zipsters.

Fleet Administration System Software and Hardware. Managing a widely dispersed fleet of Zipcars requires a comprehensive suite of tools optimized for car sharing. Each Zipcar is equipped with a telematics control unit, including mobile data service, radio frequency identification (RFID) card readers, wireless antennae, wiring harness, vehicle interface modules and transponders for toll systems. This hardware, together with internally developed embedded firmware and vehicle server software, allows us to authorize secure access to our Zipcars from our data centers and provides us with a comprehensive set of fleet management data that is stored in our centralized database.

Global Financial System Software. Our global financial system software is also integrated into our technology platform. This module provides us with real-time access to financial information, which improves the accuracy and efficiency of our reporting. In addition, our financial system software allows us to manage multiple currencies and payment processors, providing for accurate billing and timely payment and further gives us the flexibility to scale the system globally. Our financial system software is also built on an Oracle foundation to ensure scalability.

Data Centers, Network Access and Security. Our primary data center is located in Somerville, Massachusetts with a secondary data center located in the United Kingdom that can be brought online in the event of a failure at our primary data center. Our data centers store the information contained in our centralized database and host the Zipcar website and web-based applications that we have developed to manage our integrated technology platform. Our data centers and reservation system software maintain real-time communication with encrypted message protocols and credit card data. We use industry-standard commercial antivirus, firewall and patch-management technology to protect and maintain the systems located at our data centers. Our website is designed to be fault-tolerant, with a collection of identical web servers, which provide us with the flexibility to scale our operations. During the 12 months ended December 31, 2012, we processed over approximately five million reservations and our reservation system was available 99.99% of the time.

Commitment to Technology Development. We designed and built our technology with the goal of providing the most convenient, efficient and reliable car sharing service possible. Our iPhone, Android and Reserve a Zipcar Facebook applications are examples of how we continue to seek ways to improve and simplify our member experience. We will continue to invest in improving our technology platform to meet the needs of our growing business.

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Our Operations and Fleet Management

Efficient operations are a critical element in delivering a high quality member experience. We have designed our Zipcar operations to be scalable through a distributed self-service fleet of vehicles and we continue to make substantial investment in refining, innovating and improving our operations and fleet management systems. We believe that the experience we have gained and continue to accumulate while scaling and operating our network is a key advantage, informing all of our decisions regarding the operation of our existing fleet and services as well as our plans for expansion.

Each of our major metropolitan areas has a fleet manager responsible for planning and coordinating vehicle service and placement of vehicles. The fleet manager has a team of fleet associates, who use our proprietary systems and specialized processes to schedule and perform preventative maintenance and inspections on a regular basis. Our system can also respond to unplanned service issues communicated via our member services escalation system, including repairs. To help manage fleet maintenance and operations, our local fleet managers engage and manage a network of third-party service providers in each major metropolitan market including service shops, parking providers and mobile cleaning vendors.

Our fleet management system integrates vehicle usage data and member feedback with prescribed cleaning and service intervals to generate daily schedules for vendors and technicians who work on cars. Our call center utilizes the same system to troubleshoot vehicle issues with members and seamlessly provide access to another nearby Zipcar if necessary. Our system also provides reporting capability, enabling managers to monitor and compare performance metrics across vehicle types, vendors and fleet teams.

The number and placement of vehicles in our fleet are based upon seasonal demands. As part of our planning process, we forecast fleet requirements by market every month. We generally add vehicles to our fleet to meet expected demand during the spring and summer months and decrease the number of vehicles in our fleet during the winter months. We also have the ability to move vehicles located on university campuses to nearby major metropolitan areas to meet temporary increases in demand. Using a proprietary model based on historical usage trends, we continuously refine and adjust fleet capacity by market.

We plan vehicle purchases for the upcoming fiscal year by market in connection with our business plan objectives. Market plans account for seasonality and model mix. We negotiate a majority of our purchases directly with manufacturers, with the remainder purchased from retail partners. Once vehicles are removed from Zipcar service, vehicles are remarketed either through auction or directly to dealers.

We plan to continue to finance our domestic fleet primarily through the asset-backed vehicle financing model. Amounts borrowed under this facility will be used to purchase vehicles and the facility will be securitized by the vehicles purchased. We believe this financing model permits us to add new vehicles to our domestic fleet more cost-effectively than with traditional leasing arrangements. We believe that most, if not all, of our future vehicle domestic needs will continue to be met through this asset-backed vehicle financing model.

All of our vehicles are insured for third-party liability to cover our members in the case of an accident. Due to the large number of vehicles in our fleet, we do not carry third-party insurance for collision.

Sales and Marketing

We design our sales and marketing efforts to build a global, active lifestyle brand. Our brand is about more than cars, it is about fun and freedom and improving urban life for our Zipsters and the communities in which they live and work.

Our wide-ranging sales and marketing strategy includes leveraging our passionate Zipsters, out-of-home advertising, local sponsorships, public relations and digital and social media that communicate our brand and grassroots initiatives.

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Our marketing street teams target potential Zipsters at the local level, marketing block-by-block. For example, on a busy neighborhood sidewalk, our street team set up a campsite complete with grass, tent, sleeping bag, marshmallows and a sign reading You need a Zipcar for this.

Our branding has resonated with Zipsters, many of whom serve as brand ambassadors. Many of our new members tell us that they were introduced to Zipcar via word-of-mouth from existing members. We also have a formal referral program that awards driving credit for new member referrals. We use social media to provide Zipsters with the tools to advocate our brand electronically. We have over 168,000 Facebook fans and over 50,000 followers on Twitter. Our employees regularly log into and follow the messages on these social media sites to monitor and understand the sentiment of our members and others who post messages or ask questions using these forms of social media.

Our out-of-home advertising program, principally featuring transit ads, highlights simple messages that communicate the benefits of wheels when you want them. We place many of these advertisements in subways and at bus stops near where potential members live and work. These ads are designed both to educate and entertain.

Our marketing efforts are designed to maximize customer lifetime value via a customer lifecycle migration strategy. At the front end of this lifecycle, we acquire younger members through our relationships with universities. These members become acquainted with the benefits and behaviors of car sharing. Upon graduation, many of these Zipsters migrate to the major metropolitan areas we serve, continue their relationship with us and advocate for broad sponsorship of Zipcar membership at their places of work.

Our sales team targets specific businesses based on industry, company size and historical sales data that we maintain on current business customers in our database. We believe this targeted sales approach, supported by an integrated marketing communications program, reduces cost per member acquisition and increases lifetime value.

We partner with other active lifestyle brands that appeal to Zipsters. We also organize community events where Zipsters can get together and we partner with organizations important to our members such as the Leukemia & Lymphoma Society, New England Shelter for Homeless Veterans, the Pan Mass Challenge, Alameda County Community Food Bank and Meals on Wheels. Our goal is to inspire our Zipsters to share an experience that goes beyond car sharing and work towards the betterment of the communities we serve.

Financial Information

Financial information regarding our reporting segments is contained in Management s Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of Part II and our Consolidated Financial Statements included in Item 8 of Part II of this Annual Report on Form 10-K.

Financial information regarding revenue and long-lived assets by geographic area is contained in our Consolidated Financial Statements and Note 13 in the related Notes contained in Item 8 of this Annual Report on Form 10-K.

Intellectual Property

We rely primarily on a combination of trademark, trade secret and copyright laws, as well as contractual provisions with employees and third parties, to establish and protect our intellectual property rights. We have registered Zipcar , wheels when you want them and FastFleet and our other trademarks as trademarks in the United States and in certain other countries. Each registered trademark has a duration of ten to 15 years, depending on the date it was registered and the country in which it is registered, and is subject to an unlimited number of renewals for a like period upon continued use and appropriate application. We intend to continue the use of our trademarks and to renew our registered trademarks based upon each trademark s continued value to us.

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Seasonality

We experience some effects of seasonality due to increases in usage during the summer months and on holidays such as Memorial Day, Independence Day, Labor Day, Thanksgiving, Christmas and United Kingdom bank holidays. Accordingly, the number of Zipcar reservations and associated revenue have generally been higher during those periods. Our business also is impacted negatively due to inclement weather conditions, such as blizzards and hurricanes.

Employees

As of December 31, 2012, we had 553 full-time employees, including 169 in fleet operations and support, 118 in member services, 93 in sales and marketing, 52 in engineering and 121 in general and administrative functions. None of our employees is covered by collective bargaining agreements. We consider our current relationship with our employees to be good. In addition, as of December 31, 2012, we had 182 part-time employees, including 27 in fleet operations and support, 29 in member services, 125 in sales and marketing and one in general and administrative functions.

Information Available on the Internet

We maintain a website with the address www.zipcar.com. We are not including the information contained on our website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K. Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, are available to you free of charge through the Investor Relations / Financial Reports / SEC Filings section of our website as soon as reasonably practicable after those materials have been electronically filed with, or furnished to, the SEC. We also make available on our website our corporate governance guidelines, the charters for our audit committee, compensation committee, and nominating and corporate governance committee, our code of business conduct and ethics, which applies to our directors, officers and employees, and our insider trading policy, and such information is available in print and free of charge to any of our shareholders who requests it. In addition, we intend to disclose on our website any amendments to, or waivers from, our code of business conduct and ethics that are required to be publicly disclosed pursuant to rules of the SEC.

Corporate History and Information

We were incorporated in Delaware in January 2000 as Zipcar, Inc. Our principal executive office is located at 25 First Street, Cambridge, MA 02141 and our telephone number is (617) 995-4231.

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Item 1A. ***Risk Factors***

Our business is subject to numerous risks. We caution you that the following important factors, among others, could cause our actual results to differ materially from those expressed in forward-looking statements made by us or on our behalf in filings with the SEC, press releases, communications with investors and oral statements. Any or all of our forward-looking statements in this Annual Report on Form 10-K and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in the discussion below will be important in determining future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may differ materially from those anticipated in forward-looking statements. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosure we make in our reports filed with the SEC.

Risks Related to the Merger

A significant delay in consummating or a failure to consummate the proposed merger could have a material adverse effect on our stock price and operating results.

If the proposed merger with Avis Budget is not completed, it could have a material adverse effect on our stock price. In addition, any significant delay in consummating the merger could have a material adverse effect on our operating results, adversely affect our member and vendor relationships and would likely lead to a significant diversion of management and employee attention and potential employee attrition.

Expenses related to the proposed merger are significant and will adversely affect our operating results.

We have incurred and expect to continue to incur significant expenses in connection with the proposed merger, including legal and investment banker fees and retention bonus expenses. We expect these costs to have an adverse effect on our operating results. In addition, if the merger is not consummated under certain circumstances, we may be required to pay to Avis Budget a termination fee of $16,807,250.

Restrictions on the conduct of our business prior to the completion of the proposed merger may have a negative impact on our operating results.

We have agreed to certain restrictions on the conduct of our business in connection with the proposed merger that require us to conduct our business only in the ordinary course, subject to specific limitations. These restrictions may delay or prevent us from undertaking business opportunities that may arise pending completion of the merger.

Risk Related to Our Business

We have a history of losses, and we may be unable to sustain profitability.

We have experienced net losses in each year from our inception until the year ended December 31, 2011 and recorded our first net profit in the year ended December 31, 2012. We cannot provide assurance that our business operations will sustain profitability and it is possible we may incur net losses for in 2013 and beyond. We expect to incur significant future expenses as we develop and expand our business, which will make it harder for us to maintain future profitability. We may incur losses in the future for a number of reasons, including the other risks described in this Annual Report on Form 10-K, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events.

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Because many of our expenses are fixed, we may not be able to limit our losses if we fail to achieve our forecasted revenue.

To fulfill the anticipated demand for our car sharing services, we must make significant investments in vehicles and parking. The build-up of our fleet in advance of actual reservations exposes us to significant fixed costs. If market demand for our services does not increase as quickly as we have anticipated, or if there is a rapid and unexpected decline in demand for our services, we may be unable to offset these fixed costs in the near term and to achieve economies of scale, and our operating results may be adversely affected as a result of high operating expenses, reduced margins, underutilization of fleet capacity and asset impairment charges.

Car sharing is a relatively new market, and the rate of adoption and our associated growth in our current markets may not be representative of rates of adoption or future growth in other markets.

We derive, and expect to continue to derive, substantially all of our revenue from car sharing, a relatively new and rapidly evolving market. If the market for car sharing fails to grow or grows more slowly than we currently anticipate, our business would be negatively affected. To date, we have targeted expansion into markets we believe are the most likely to adopt car sharing. However, our efforts to expand within and beyond our existing markets may not achieve the same success, or rate of adoption, we have achieved to date.

Our growth rate may not be sustainable and a failure to maintain an adequate growth rate will adversely affect our business.

Our revenues have grown rapidly since our inception. We may not sustain these high rates of growth in future periods and you should not rely on the revenue growth of any prior quarterly or annual periods as an indication of our future performance. If we are unable to maintain adequate revenue growth, our ability to be profitable may be adversely affected, and we may not have adequate resources to execute our business strategy.

We face significant risks as we expand our operations internationally, which could harm our business, operating results and financial condition.

Our efforts to expand our operations into new international markets involve various risks, including the need to invest significant resources in such expansion, the possibility that returns on such investments will not be achieved in the near future or at all and competitive environments with which we are unfamiliar. Our expansion into new markets may not prove to be successful in those markets where public transportation systems are limited or where awareness and adoption of car sharing by the local population is limited.

Any future international operations or expansion efforts may also fail to succeed due to other risks, including:

- difficulties or delays in acquiring a critical mass of members, vehicles and/or convenient parking locations;
- different driving expectations and patterns than those in North America and the European Union or other jurisdictions;
- different legal and labor practices and customs;
- the need to adapt our systems and member interfaces for different languages, currencies and financial accounting practices;
- different insurance requirements and difficulties in acquiring or maintaining appropriate insurance;
- different data protection and privacy laws;
- different methods for checking the driving records of new members; and

difficulties in staffing and managing new operations.

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As a result of these obstacles, we may find it impossible or prohibitively expensive to expand internationally or we may be unsuccessful in our attempt to do so, which could harm our business, operating results and financial condition.

Growth may place significant demands on our management and our infrastructure.

We have experienced substantial growth in our business. This growth has placed and may continue to place significant demands on our management and our operational and financial infrastructure. Many of our systems and operational practices were implemented when we were at a smaller scale of operations. In addition, as we grow, we have implemented new systems and software to help run our operations. As our operations grow in size, scope and complexity, we will need to continue to improve and upgrade our systems and infrastructure to offer an increasing number of members enhanced service, solutions and features. We may choose to commit significant financial, operational and technical resources in advance of an expected increase in the volume of business, with no assurance that the volume of business will increase. Continued growth could also strain our ability to maintain reliable service levels for existing and new members, which could adversely affect our reputation and our business. For example, if we experience demand for our vehicles in excess of our estimates, our fleet may be insufficient to support the higher demand, which could harm our member experience and overall reputation.

Future acquisitions, joint ventures and other strategic investments could disrupt our business and harm our financial condition and operating results.

Our success will depend, in part, on our ability to expand our markets and grow our business in response to changing technologies, member needs and competitive pressures. We may seek to grow our business by acquiring or investing in complementary businesses, solutions or technologies or establishing joint ventures. For example, in 2007 we acquired Flexcar, in 2010 we acquired Streetcar in London, in February 2012, we acquired a controlling interest in Avancar in Barcelona and made a strategic equity investment in Wheelz, a peer-to-peer car sharing company, and in July 2012, we acquired CarSharing.at in Vienna. The identification of suitable investments and acquisitions is difficult, time-consuming and costly, and we may not be able to successfully complete identified transactions. In addition, we may not be able to successfully assimilate and integrate the business, technologies, solutions, personnel or operations of any company we acquire. The integration of any acquired company or investment will require, among other things, coordination of administrative, sales and marketing, accounting and finance functions and expansion of information and management systems. This may be challenging depending on the size and other characteristics of the acquisition or investment and the necessity of integrating and retaining personnel with disparate business backgrounds and corporate cultures. These transactions may also involve the entry into geographic or business markets in which we have little or no prior experience. Moreover, the anticipated returns or other benefits of any acquisition, investment or business relationship may not be realized or we may be exposed to unknown liabilities.

In connection with acquisitions and joint ventures, we may:

- issue additional equity securities that would dilute our stockholders;
- use cash that we may need in the future to operate our business;
- incur debt on terms unfavorable to us or that we are unable to repay;
- incur large charges or expenses or assume substantial liabilities;
- encounter difficulties retaining key employees of the acquired companies or integrating diverse software codes or business cultures; and
- become subject to adverse tax consequences, substantial depreciation or deferred compensation charges.

Any of the foregoing could harm our business and operating results.

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In connection with other strategic investments, such as our Wheelz investment, we may receive illiquid stock of the investee company. If the investee fails to execute on its strategic plan, we may be unable to recover our investment and may be required to record an impairment loss on such investments. Failure to achieve the anticipated benefits of a strategic investment could harm our business and operating results.

Members of companies that we have acquired or may acquire in the future may not continue to use our services at the levels we estimate at the time of the acquisition or may not remain members of Zipcar.

In the fourth quarter of 2011, we completed the integration of Streetcar with Zipcar. Some former Streetcar members are not using our services at the same level as they used Streetcar s services and some former Streetcar members have not used our services at all or terminated their membership. If members of car sharing companies that we have acquired or may acquire in the future do not continue to use our services at the level that we estimate at the time of the acquisition or do not remain Zipcar members, our financial results will be adversely affected.

A material amount of our assets represent goodwill and intangible assets, and our earnings would be reduced if our goodwill or intangible assets were to become impaired.

As of December 31, 2012, our goodwill and intangible assets, net, represented approximately $110 million, or 25.7%, of our total assets, the majority of which is related to our Streetcar acquisition. Goodwill is generated when the cost of an acquisition exceeds the fair value of the net tangible and identifiable intangible assets we acquire. Goodwill is subject to an impairment analysis at least annually, or whenever events or changes in circumstances indicate an impairment may exist, based on the fair value of the reporting unit. Intangible assets, which relate primarily to the member relationships, parking spaces, trade name, non-compete agreements and technologies acquired by us as part of our acquisitions of other companies, are subject to an impairment analysis whenever events or changes in circumstances exist that indicate that the carrying value of the intangible asset might not be recoverable. Our earnings would be reduced if our goodwill or intangible assets were to become impaired.

We face residual risks related to the value of vehicles in our fleet and risks related to potential disruptions in the supply of vehicles and parts, all of which could disrupt our business and harm our financial condition and operating results.

Our approximate average holding period for a vehicle is one to three years. Thereafter, we dispose of these vehicles in auctions and by direct sales to dealers. We are not a party to any material contractual repurchase programs or guaranteed depreciation programs with any car manufacturer. Therefore, we carry substantially all of the risk that the market value of a vehicle at the time of its disposition will be less than its estimated residual value at such time. This is known as residual risk. For various reasons the used car market for one or more of the vehicle models in our fleet could experience considerable downward pricing pressure. If we are unable to dispose of our vehicles for amounts that are equal to or greater than their estimated residual value, our financial results may be negatively impacted.

In addition, disruptions in the production of vehicles or parts used in our fleet, such as those caused by the natural disasters in Japan in 2011, may cause a reduction in supply, and an increase in the cost, of vehicles or parts. Substantial increases in the costs, or a significant delay or sustained interruption in the supply, of fleet vehicles or vehicle parts could adversely affect our ability to maintain our vehicle fleet, negatively affect our revenues and increase our operating expenses.

Manufacturer safety recalls could create risks to our business.

Our vehicles may be subject to safety recalls by their manufacturers. Under certain circumstances, the recalls may cause us to attempt to retrieve vehicles in circulation for member use or to decline to allow members

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to reserve such vehicles until we can arrange for the steps described in the recalls to be taken. This was the case in early 2010 when we prohibited any member from reserving the 2009 or 2010 Toyota Matrix or the 2010 Toyota Prius for a period of time while we waited for Toyota to issue a resolution to the accelerator malfunction. If a large number of vehicles are the subject of simultaneous recalls, or if needed replacement parts are not in adequate supply, we may not be able to use the recalled vehicles in our active fleet for a significant period of time. Depending on the severity of the recall, it could materially adversely affect our revenues, create bad will with some of our members, reduce the residual value of the vehicles involved and harm our general reputation and brand.

We face risks related to liabilities resulting from the use of our vehicles by our members.

Our business can expose us to claims for personal injury, death and property damage resulting from the use of our vehicles by our members. For example, a member may use a Zipcar vehicle that has worn tires or some mechanical or other problem, including a manufacturing defect that contributes to a motor vehicle accident that results in a death, serious injury or significant property damage for which we may be liable. In addition, we depend on our members and third-party service providers to inspect the vehicles prior to driving in order to identify any potential damage or safety concern with the vehicle. To the extent that we are found at fault or otherwise responsible for an accident, our insurance coverage would cover losses up to a maximum of $5 million in the United States, which coverage level may not be sufficient to satisfy our entire financial obligations.

We could be negatively impacted if losses for which we do not have third-party insurance coverage increase, our insurance coverages prove to be inadequate or if we are unable to renew our insurance policies at competitive rates.

We do not have third-party insurance coverage for damage to our vehicles, but we do have third-party insurance coverage, subject to limits and deductibles, for bodily injury and property damage resulting from member accidents involving our vehicles. We account for vehicle damage or the total loss of a vehicle at the time such damage or loss is incurred. For example, some of our vehicles were damaged by Hurricane Sandy and we will incur some unrecoverable losses from damage to those vehicles. Also, because we are responsible for damage to our vehicles, a deterioration in claims management, whether by our management or by a third-party claims administrator, could lead to increased claim costs. Catastrophic uninsured claims filed against us or the inability of our insurance carriers to pay otherwise-insured claims would have an adverse effect on our financial condition. In addition, our current third-party insurance coverage requires us to pay high deductibles. These high deductibles may result in volatility of our quarterly operating results and our operating results may be adversely affected if our actual deductible costs are higher than we anticipate.

Furthermore, many universities, cities and government entities prefer to do business with parties with significant financial resources who can provide substantial insurance coverage. Should we be unable to renew our third-party insurance, excess liability insurance and other commercial insurance policies at competitive rates, higher rates or the loss of such insurance could have an adverse effect on our financial condition and results of operations. In the future, we may again be exposed to liability for which we self-insure at levels in excess of our historical levels and to liabilities for which we are insured that exceed the level of our insurance.

The impact of worldwide economic conditions, particularly in the United States, Canada, the United Kingdom, Spain, Austria and other jurisdictions we may enter, including the resulting effect on consumer spending, may adversely affect our business, operating results and financial condition.

Our performance is subject to worldwide economic conditions, particularly those in the United States, Canada, the United Kingdom, Spain and Austria, and in particular their impact on levels of consumer spending. Consumer purchases of discretionary items generally decline during recessionary periods and other periods in which disposable income is adversely affected. Because a significant portion of spending for our services may be considered to be discretionary, declines in consumer spending may have a more negative effect on our business than on those businesses that sell products or services considered to be necessities.

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Moreover, the majority of our members are located in major metropolitan areas such as Boston, New York City, Washington, D.C., London and the San Francisco Bay Area, and to the extent any one of these geographic areas experiences any of the above described conditions to a greater extent than other geographic areas, the adverse effect on our financial condition and operating results could be exacerbated.

Seasonality may cause fluctuations in our financial results.

We generally experience some effects of seasonality due to increases in travel during the summer months and holidays such as Memorial Day, Independence Day, Labor Day, Thanksgiving, Christmas and United Kingdom bank holidays. Accordingly, the number of vehicle reservations and associated revenue have generally increased at a higher rate during those periods. Our revenue is impacted negatively by inclement weather conditions, such as blizzards and hurricanes. This seasonality may cause fluctuations in our financial results. In addition, other seasonality trends may develop and the existing seasonality and member behavior that we experience may change.

The market for car sharing services is becoming increasingly competitive, and if we fail to compete effectively our business will suffer.

We expect that the competitive environment for our car sharing service will become more intense as additional companies enter our existing markets or try to expand their operations in those markets. Currently, our primary competitors are traditional rental car companies and auto manufacturers that have established operating car sharing services, which generally have greater name recognition among our target members and greater financial, technical and marketing resources. Secondary competitors include for-profit and not-for-profit companies that provide car sharing services in specific neighborhoods, communities or cities. These secondary competitors may increase the number of vehicles in their fleets or enhance the vehicle offerings in their existing fleets to be more competitive, and additional competitors may enter our markets. Some of our competitors may respond more quickly to new or emerging technologies and changes in driver preferences or requirements that may render our services less desirable or obsolete. These competitors could introduce new solutions with competitive price and convenience characteristics or undertake more aggressive marketing campaigns than ours. New mobility models and technologies are emerging, including peer-to-peer, station-less and one-way floating car sharing and ride sharing. These models and technologies may become increasingly competitive with our services. We believe that price is one of the primary competitive factors in our market and pricing in our markets is very transparent. Our competitors, some of whom may have access to substantial capital, could compete aggressively with us on the basis of pricing. To the extent that we decrease our pricing as a result of downward pricing by our competitors and are not able to reduce our operating costs, it could have a material adverse impact on our results of operations. Conversely, if we fail to respond effectively to competitive actions, we may lose members and experience a decrease in vehicle reservations.

Our growth depends on our ability to obtain and maintain a sufficient number of parking locations that are convenient to our members.

Because our members are located primarily in cities, we must compete for limited parking locations in the cities where we operate. Many of these cities are densely populated and parking locations may not be available at locations that are convenient to our members or on terms that are commercially reasonable. We often work with local authorities to obtain parking locations and we and the local authorities may encounter resistance from local businesses and residents who own cars because, once obtained by us, these parking locations would no longer be generally available to the residents or the customers of the local businesses. If we are unable to obtain and maintain a sufficient number of parking locations that are convenient to our members, our ability to attract and retain members would suffer.

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System interruptions that impair access to our website or disrupt communications with our vehicles would damage our reputation and brand and our member experience, which could substantially harm our business and operating results.

The satisfactory performance, reliability and availability of our reservation system software, website and network infrastructure are critical to our reputation, our ability to attract and retain both existing and potential members and our ability to maintain adequate service levels. Any systems interruption that results in the unavailability of our website or a disruption in our vehicle communications platform could result in negative publicity, damage our reputation and brand and cause our business and operating results to suffer. We may experience temporary system interruptions (either to our website or to the vehicle-on-demand hardware systems in our vehicles) for a variety of reasons, including network failures, power failures, cyber attacks, software errors or an overwhelming number of members or visitors trying to reach our website during periods of strong demand. Because we are dependent in part on third parties for the implementation and maintenance of certain aspects of our systems and because some of the causes of system interruptions may be outside of our control, we may not be able to remedy such interruptions in a timely manner, or at all. Problems faced by our third-party web hosting provider, with the telecommunications network providers with whom it contracts or with the systems by which it allocates capacity among its customers, including us, could adversely impact the experience of our members.

Much of our software is proprietary, and we rely on the expertise of our engineering and software development teams for the continued performance of our software and computer systems. Service interruptions, errors in our software or the unavailability of our website could diminish the overall attractiveness of our service to existing and potential members.

Our servers could be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions and delays in our service and operations as well as loss, misuse or theft of data. Any attempts by hackers to disrupt our website service or our internal systems, if successful, could harm our business, be expensive to remedy and damage our reputation or brand. Our insurance does not cover expenses related to direct attacks on our website or internal systems. Efforts to prevent hackers from entering our computer systems are expensive to implement and may limit the functionality of our services. Any significant disruption to our website or internal computer systems could result in a loss of members and adversely affect our business and results of operations.

If our efforts to build strong brand identity and maintain a high level of member satisfaction and loyalty are not successful, we may not be able to attract or retain members, and our operating results may be adversely affected.

We must continue to build and maintain strong brand identity. Member awareness of, and the perceived value of, our brand will depend largely on the success of our marketing efforts and our ability to provide a consistent, high-quality member experience. Failure to provide our members with high-quality reservation and drive experiences for any reason could substantially harm our reputation and adversely affect our efforts to develop as a trusted brand. To promote our brand, we have incurred and expect to continue to incur substantial expense related to advertising and other marketing efforts, but we cannot be sure that this investment will be produce the returns we expect.

From time to time, our members express dissatisfaction with our service levels, including our vehicle inventory, available reservation times and response time with respect to questions or incidents with our vehicles. Members who return vehicles late, without sufficient gas or in an unclean condition adversely affect other members experiences, which can also cause dissatisfaction with our service. To the extent dissatisfaction with our service is widespread or not adequately addressed, our reputation could be harmed, and our efforts to develop Zipcar as a trusted brand could be adversely impacted. If our efforts to promote and maintain our brand are not successful, our operating results and our ability to attract and retain members could be adversely affected.

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We rely on third-party support service providers to deliver our services to our members. If these service providers experience operational difficulties or disruptions, our business could be adversely affected.

We depend on third-party service providers to deliver our services to our members. In particular, we rely on a limited number of data center facilities, which are located in the United States and Europe, a U.S. based third-party support service provider to handle many of our routine member support calls and local vendors to manage the cleaning and general maintenance of most of our vehicles. We also rely on third parties to provide gas credit cards in our vehicles for use by our members. We do not control the operation of these providers. If these third-party service providers terminate their relationship with us, or do not provide an adequate level of service to our members, it would be disruptive to our business as we seek to replace the service provider or remedy the inadequate level of service. This disruption could harm our reputation and brand and may cause us to lose members.

If the security of our members confidential information stored in our systems is breached or otherwise subjected to unauthorized access, or if we fail to comply with applicable U.S. or foreign data protection laws, our reputation or brand may be harmed, and we may be exposed to liability and a loss of members.

Our system stores, processes and transmits our members confidential information, including credit card information, driver license numbers and other sensitive data. We rely on encryption, authentication and other technologies licensed from third parties, as well as administrative and physical safeguards, to secure such confidential information. Any compromise of our information security could damage our reputation and brand and expose us to a risk of loss, costly litigation and liability that would substantially harm our business and operating results. We and our third-party data center facilities may not have adequately assessed the internal and external risks posed to the security of our company s systems and information and may not have implemented adequate preventative safeguards or take adequate reactionary measures in the event of a security incident. In addition, we are subject to a variety of laws and regulations in the United States and abroad that relate to protection of personal data, which are constantly evolving and can be subject to significant change. These existing and proposed laws and regulations can be costly to comply with and failure to comply with them could subject us to claims or other remedies, including fines or demands that we modify or cease existing business practices. Most U.S. states have enacted laws requiring companies to notify individuals and often state authorities of data security breaches involving their personal data. These mandatory disclosures regarding a security breach often lead to widespread negative publicity, which may cause our members to lose confidence in the effectiveness of our data security measures. Any security breach, whether successful or not, would harm our reputation and brand, and it could cause the loss of members.

Failure to comply with data protection standards may cause us to lose the ability to offer our members a credit card payment option which would increase our costs of processing vehicle reservations and make our services less attractive to our members, substantially all of whom reserve vehicles with a credit card.

Major payment card issuers have adopted data protection standards and have incorporated these standards into their contracts with us. If we fail to maintain our compliance with the data protection and documentation standards adopted by the major payment card issuers and applicable to us, these issuers could raise the rates they charge us for payment card transactions, impose fines and penalties on us, or terminate their agreements with us, and we could even lose our ability to offer our members a credit card payment option. Substantially all of our members reserve vehicles online with a credit card, and our business depends substantially upon our ability to offer the credit card payment option. Fines, penalties, and increases in the rates charged for payment card transactions could adversely affect our financial results. Any loss of our ability to offer our members a credit card payment option would make our services less attractive to them and hurt our business and cause a loss of revenue. Our administrative costs related to member payment processing would also increase significantly if we were not able to accept credit card payments for vehicle reservations.

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Our self-service model may render us more susceptible to fraudulent transactions than in-person car rental companies, which may negatively affect our revenues and profitability

Because we obtain members billing information online, we do not obtain signatures from members in connection with the use of credit cards by them. Under current credit card practices, to the extent we do not obtain cardholders signatures, we are liable for fraudulent credit card transactions, even when the associated financial institution approves payment of the orders. Fraudulent credit cards may be used online to obtain Zipcar membership and make subsequent reservations. Typically, these credit cards would not have been registered as stolen and would not therefore be rejected by our automatic authorization safeguards. We do not currently carry insurance against the risk of fraudulent credit card transactions. A failure to adequately control fraudulent credit card transactions would harm our business and results of operations.

Failure to comply with various country, provincial, state, county and city laws, including the collection of sales or related taxes, could harm our results of operations.

Our business is subject to various country, provincial, local and state tax collection requirements. Amounts that we are required to collect change frequently. As a result we need to continually ensure proper taxes are collected and remitted to the appropriate tax agencies. If we do not collect the appropriate taxes from our members, we may need to pay more than what we have collected. In addition we may be audited by various states and agencies to ensure compliance with tax collection requirements. Such audits could result in additional sales or other tax collection obligations on us which we may not be able to recover from our members. Such obligations could have a material adverse impact on our future operating results.

To date, some taxing authorities have not required us or our customers to pay a rental car tax each time a vehicle is reserved. However, there can be no assurance such tax will not be imposed on us and our members by these authorities in the future. The imposition such tax could have a material adverse effect on our business.

Failure to adequately protect our intellectual property could substantially harm our business and operating results.

Because our business depends substantially on our intellectual property, including our proprietary vehicle platform system, the protection of our intellectual property rights is crucial to the success of our business. We primarily rely on a combination of trademark, trade secret and copyright law and contractual restrictions to protect our intellectual property. These afford only limited protection. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our website features, software and functionality or obtain and use information that we consider proprietary, such as the technology used to operate our website, our content and our trademarks. Moreover, policing our proprietary rights is difficult and may not always be effective. In particular, we may need to enforce our rights under the laws of countries that do not protect proprietary rights to as great an extent as do the laws of the United States.

We have registered Zipcar , wheels when you want them and FastFleet and our other trademarks as trademarks in the United States and in certain other countries. Competitors have adopted and in the future may adopt service names similar to ours, thereby impeding our ability to build brand identity and possibly leading to confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of the term Zipcar or FastFleet or our other trademarks. From time to time, we have acquired or attempted to acquire Internet domain names held by others when such names were causing consumer confusion or had the potential to cause consumer confusion.

Litigation or proceedings before the U.S. Patent and Trademark Office or other governmental authorities and administrative bodies in the United States and abroad may be necessary in the future to enforce our intellectual property rights, to protect our patent rights, trade secrets, trademarks and domain names and to determine the validity and scope of the proprietary rights of others. Our efforts to enforce or protect our proprietary rights may be ineffective and could result in substantial costs and diversion of resources and could substantially harm our operating results.

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Our exposure to risks associated with the use of intellectual property may increase as a result of acquisitions, as we have a lower level of visibility into the development process with respect to acquired technology or the care taken to safeguard against infringement risks. Third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition.

If we are unable to protect our domain names, our reputation and brand could be adversely affected.

We currently hold various domain names relating to our brand, including Zipcar.com. Failure to protect our domain names could adversely affect our reputation and brand and make it more difficult for members and potential members to find our website and our car sharing service. The acquisition and maintenance of domain names generally are regulated by governmental agencies and their designees. The regulation of domain names in the United States may change in the near future. Governing bodies may establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we may be unable to acquire or maintain relevant domain names. Furthermore, the relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is unclear. We may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our trademarks and other proprietary rights.

Confidentiality agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information.

We principally rely on trade secrets to protect our proprietary technologies. We have devoted substantial resources to the development of our proprietary technology, including our proprietary reservation software system, and related processes. In order to protect our proprietary technology and processes, we rely in significant part on confidentiality agreements with our employees, licensees, independent contractors and other advisors. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover trade secrets and proprietary information, and in such cases we would not be able to assert any trade secret rights against such parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

Our failure to raise additional capital necessary to expand our operations and invest in our business could reduce our ability to compete successfully.

We may require additional capital in the future and we may not be able to obtain additional debt or equity financing on favorable terms, if at all. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests, and the per share value of our common stock could decline. Moreover, any new equity securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. If we engage in debt financing, we may be required to accept terms that restrict our ability to incur additional indebtedness and force us to maintain specified liquidity or other ratios. If we need additional capital and cannot raise or otherwise obtain it on acceptable terms, we may not be able to, among other things:

- develop or introduce service enhancements to our members;
- increase our fleet of vehicles;
- continue to expand our development, sales and marketing and general and administrative organizations;
- acquire complementary technologies or businesses;
- expand our operations, in the United States or internationally;

hire, train and retain employees; or

respond to competitive pressures or unanticipated working capital requirements.

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We depend on key and highly skilled personnel to operate our business, and if we are unable to retain our current personnel or hire additional personnel, our ability to develop and successfully market our business could be harmed.

We believe our future success will depend in large part upon our ability to attract and retain highly skilled managerial, technical, finance and sales and marketing personnel. We plan to continue to expand our work force both domestically and internationally. We compete in the market for personnel against numerous companies, including larger, more established competitors who have significantly greater financial resources than we do and may be in a better financial position to offer higher compensation packages to attract and retain human capital. We cannot be certain that we will be successful in attracting and retaining the skilled personnel necessary to operate our business effectively in the future.

Moreover, we believe that our future success is highly dependent on the contributions of our executive team, particularly our Chief Executive Officer, Scott Griffith. All of our employees are at-will employees, which means they may terminate their employment relationship with us at any time. Our key employees possess a specialized knowledge of our business and industry and would be extremely difficult to replace. In addition, the loss of any key employee or the inability to attract or retain qualified personnel could harm the market s perception of us and our brand. Competition for qualified personnel is particularly intense in the Cambridge, Massachusetts area, where our headquarters are located. Further, our principal overseas operations are based in London, which, similar to our headquarters region, has a high cost of living and consequently high compensation standards. Qualified individuals are in high demand, and we may incur significant costs to attract them. We may be unable to attract and retain suitably qualified individuals who are capable of meeting our growing operational and managerial requirements, or may be required to pay increased compensation in order to do so. If we are unable to attract and retain the qualified personnel we need to succeed, our business will suffer.

We may become engaged in legal proceedings that could cause us to incur unforeseen expenses and could occupy a significant amount of our management s time and attention.

From time to time, we are subject to litigation or claims that could negatively affect our business operations and financial position. Many of these matters relate to incidents involving our members while driving our vehicles. As we have grown, we have seen a rise in the number of litigation matters against us. For example, in October 2009, we were named in a class action lawsuit, which was dismissed in its entirety in June 2010. In July 2011, we were named in a similar purported class action lawsuit, Reed v. Zipcar, Inc., Case No. 1:11-cv-11340-RGS, filed in the Federal District Court in Massachusetts, alleging that our late fees are unlawful penalties and unfair and deceptive trade practices. Although the case was dismissed with prejudice on July 31, 2012, on August 29, 2012, the plaintiff filed a notice of appeal with the United States District Court for the District of Massachusetts and that appeal is currently pending. We may be subject to other consumer class action lawsuits in the future. In addition, and as further described in Part I Item 3 of this Annual Report on Form 10-K, since the announcement of our proposed merger with Avis Budget, we have become subject to several class action lawsuits relating to the proposed merger. Litigation disputes could cause us to incur unforeseen expenses, could occupy a significant amount of our management s time and attention and could negatively affect our business operations and financial position.

Our business is subject to the risks of earthquakes, fires, floods and other natural catastrophic events and to interruption by man-made problems such as computer viruses and terrorism.

Our systems and operations are vulnerable to damage or interruption from earthquakes, hurricanes, volcanoes, fires, floods, power losses, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins and similar events. A significant natural disaster, such as an earthquake, fire or flood, could have a material adverse impact on our business, operating results and financial condition, and our insurance coverage may be insufficient to compensate us for losses that may occur. For example, some of our vehicles were damaged by Hurricane Sandy and we will incur some unrecoverable losses from the damage to those vehicles. Acts of terrorism, which may be targeted at metropolitan areas which have higher population density than rural areas, could cause disruptions in our business or the economy as a whole. Our servers may also be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems, which could lead to interruptions, delays, loss of critical data or the unauthorized disclosure of confidential member data. We may not have sufficient protection or recovery plans in certain circumstances and our business interruption insurance may be insufficient to compensate us for losses that may occur. As we rely heavily on our servers, computer and communications systems and the Internet to conduct our business and provide a high quality member experience, such disruptions could negatively impact our ability to run our business, which could have an adverse effect on our operating results.

We incur significant increased costs as a result of operating as a public company, and our management is required to devote substantial time to public company compliance requirements.

As a public company, we incur significant legal, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act of 2002, and rules subsequently implemented by the SEC and the Nasdaq Global Select Market, require public companies to meet certain corporate governance standards. Our management and other personnel have devoted and will continue to devote a substantial amount of time to these requirements. Moreover, these rules and regulations have increased, and will continue to increase, our legal and financial compliance costs and will make some activities more time-consuming and costly. For example, these rules and regulations generally make it more expensive for us to obtain directors and officers liability insurance coverage and more difficult for us to attract and retain qualified persons to serve as directors or executive officers.

If we fail to maintain an effective system of internal controls, we might not be able to report our financial results accurately or prevent fraud; in that case, our stockholders could lose confidence in our financial reporting, which could negatively impact the price of our stock.

Effective internal controls are necessary for us to provide reliable financial reports and prevent fraud. SEC rules require that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, for the fiscal year ended December 31, 2012, we performed system and process evaluation and testing of our internal controls over financial reporting to allow management and assist our independent registered public accounting firm in reporting on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our compliance with Section 404 will continue to require that we incur substantial expense and expend significant management time on compliance-related issues. Even if we conclude, and our independent registered public accounting firm concurs, that our internal control over financial reporting provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, because of its inherent limitations, internal control over financial reporting may not prevent or detect fraud or misstatements. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations. If we or our independent registered public accounting firm discover a material weakness in our internal control, the disclosure of that fact, even if quickly remedied, could reduce the market s confidence in our financial statements and harm our stock price. In addition, a delay in compliance with Section 404 could subject us to a variety of administrative sanctions, including ineligibility for short form registration, action by the SEC, the suspension or delisting of our common stock from the Nasdaq Global Select Market and the inability of registered broker-dealers to make a market in our common stock, which would further reduce our stock price and could harm our business.

Our ability to use net operating loss carryforwards in the United States may be limited.

As of December 31, 2012, we had significant net operating loss carryforwards for U.S. federal tax and state tax purposes. The federal net operating loss carryforwards begin to expire in 2021 and certain state net operating

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loss carryforwards began to expire in 2007. To the extent available, we intend to use these net operating loss carryforwards to reduce the corporate income tax liability associated with our operations. Utilization of net operating loss carryforwards may be subject to a substantial annual limitation due to ownership changes that have occurred previously or that could occur in the future, as provided by Section 382 of the Internal Revenue Code of 1986, as well as similar state provisions. We have performed an analysis on the annual limitations and determined that majority of our net operating loss carryforwards are available to reduce future corporate income tax liability. However, future ownership changes including as a result of the proposed merger, could further limit our ability to use these net operating loss carryforwards. To the extent our use of net operating loss carryforwards is significantly limited, our income could be subject to corporate income tax earlier than it would if we were able to use net operating loss carryforwards, which could have a negative effect on our financial results.

Risks Related to Our Indebtedness

We have substantial debt and may incur additional debt, which could adversely affect our financial condition, our ability to obtain financing in the future and our ability to react to changes in our business.

As of December 31, 2012, we had an aggregate principal amount of capital lease obligations and debt outstanding of approximately $109.1 million, $32.1 million of which represents vehicle leases of Zipcar with several third parties and $77.0 million of which is directly associated with Zipcar Vehicle Financing LLC, or ZVF, our wholly-owned bankruptcy-remote special purpose entity. ZVF has entered into a securitization program and variable funding note facilities, pursuant to which ZVF can borrow up to $100 million from third-party lenders. ZVF has used these borrowed funds to purchase vehicles that it has leased to us. We refer to these vehicle financing lines as our ABS facility and expect that over time they will largely replace our existing domestic leasing arrangements.

Our substantial debt could have important consequences to us. For example, it could:

- make it more difficult for us to satisfy our obligations to the holders of our outstanding debt securities and for ZVF to satisfy its obligations to the lenders under the ABS facility, resulting in possible defaults on and acceleration of such indebtedness;
- require us to dedicate a substantial portion of our cash flows from operations to make payments on our debt, which would reduce the availability of our cash flows from operations to fund working capital, capital expenditures or other general corporate purposes;
- increase our vulnerability to general adverse economic and industry conditions, including interest rate fluctuations, because a portion of our borrowings, including under the agreements governing our ABS facility, are at variable rates of interest;
- place us at a competitive disadvantage to our competitors with proportionately less debt or comparable debt at more favorable interest rates;
- limit our ability to refinance our existing indebtedness or borrow additional funds in the future;
- limit our flexibility in planning for, or reacting to, changing conditions in our business; and
- limit our ability to react to competitive pressures, or make it difficult for us to carry out capital spending that is necessary or important to our growth strategy.

Any of the foregoing impacts of our substantial indebtedness could have a material adverse effect on our business, financial condition and results of operations.

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The restrictive covenants contained in the agreements governing our ABS facility may limit our ability to incur additional indebtedness, limit our capital expenditures and restrict our future operations.

ZVF is subject to numerous restrictive covenants and compliance requirements under the agreements governing the ABS facility. The ABS facility agreements include restrictive covenants and compliance requirements applicable to ZVF with respect to liens, further indebtedness, minimum liquidity amounts, funding ratios, collateral enhancements, vehicle manufacturer mix, timely reporting and payments, use of proceeds, and sale of assets. For example, in order to obtain a funding advance under the ABS facility, we are required to contribute a proportionate amount of cash to ZVF for the exclusive use of vehicle purchases. The requirement to contribute cash to ZVF in order to obtain funding under our ABS facility may limit our ability to incur additional indebtedness and limit our capital expenditures. The ABS facility agreements also include restrictive covenants applicable to Zipcar including liens and use and maintenance of vehicles that may place restrictions and limitations on how we operate our business.

Our future reliance on asset-backed or other financing to purchase vehicles subjects us to a number of risks, many of which are beyond our control.

We expect to rely significantly on asset-backed financing to purchase vehicles for our domestic fleet and other sources of financing to purchase vehicles for our international fleet. If our access to asset-backed or other financing were reduced or were to become significantly more expensive for any reason, including as a result of the deterioration in the markets for asset-backed securities or credit in general, we cannot assure you that we would be able to refinance or replace our existing ABS facility or continue to finance new vehicle acquisitions on favorable terms, or at all.

Our ABS facility capacity could be decreased, our financing costs and interest rates could be increased, or our future access to the financial markets could be limited as a result of risks and contingencies, many of which are beyond our control, including, without limitation:

- the acceptance by credit markets of the structures and structural risks associated with our ABS facility, particularly in light of developments in the markets for mortgage-backed securities;

- rating agencies that provide credit ratings for asset-backed indebtedness or other third parties requiring changes in the terms and structure of our asset-backed financing (i) in connection with the incurrence of additional or the refinancing of existing asset-backed debt or (ii) upon the occurrence of external events, such as changes in general economic and market conditions or further deterioration in the credit ratings of our principal car manufacturers;

- the terms, availability and credit market acceptance of the amount of cash collateral required in addition to or instead of guaranties;

- the insolvency or deterioration of the financial condition of one or more of our principal car manufacturers; or

- changes in law or practice that negatively impact our asset-backed financing structure.

Moreover, the volatile state of the global economy threatens to cause tightening of the credit markets, more stringent lending standards and terms and higher volatility in interest rates. Persistence of these conditions could have a material adverse effect on our ability to access short-term debt and the terms and cost of that debt. As a result, we may not be able to secure additional financing in a timely manner, or at all, to meet our future capital needs, which may have an adverse effect on our business, operating results and financial condition. We currently have operating and capital leases provided by various third parties. It is imperative to our business that we be able to continue to access capital through these lines of credit and our ABS facility in order to be able to finance the growth of our vehicle fleet.

Any disruption in our ability to refinance or replace our existing ABS facility or to continue to finance new vehicle acquisitions through asset-backed or other financing, or any negative development in the terms of

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financing available to us, including any increase in variable rates of interest, could cause our cost of financing to increase significantly and have a material adverse effect on our liquidity, financial condition and results of operations.

We may not be able to generate sufficient cash to service all of our debt or refinance or renew our obligations and may be forced to take other actions to satisfy our obligations under such indebtedness, which may not be successful.

Our ability to make scheduled payments on our indebtedness or to refinance or renew our obligations under our ABS facility and other debt agreements will depend on our financial and operating performance, which, in turn, will be subject to prevailing economic and competitive conditions and to the financial and business risk factors we face as described in this section, many of which may be beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures or planned vehicle acquisitions, sell vehicles or other assets, seek to obtain additional equity capital or restructure our indebtedness. In the future, our cash flows and capital resources may not be sufficient for payments of interest on and principal of our debt, and such alternative measures may not be successful and may not permit us to meet scheduled debt service obligations. In addition, the recent worldwide credit crisis will likely make it more difficult for us to refinance our indebtedness on favorable terms, or at all. In the absence of such operating results and resources, we may be required to dispose of material assets to meet our debt service obligations, including our vehicles. We may not be able to consummate those sales, or, if we do, we will not control the timing of the sales or whether the proceeds that we realize will be adequate to meet debt service obligations when due.

Risks Related to Owning Our Common Stock

Our stock price may be volatile, and the market price of our common stock may decline.

Shares of our common stock were sold in our IPO in April 2011 at a price of $18.00 per share, and our common stock has subsequently traded as high as $31.50 and as low as $5.90. The market price of our common stock could continue to be subject to significant fluctuations in response to various factors, some of which are beyond our control. Some of the factors that may cause the market price of our common stock to fluctuate include:

- fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;
- the financial guidance that we provide to the public, any changes in such guidance, or our failure to meet such guidance;
- fluctuations in our revenue due to failure to attract or decreases in members or member usage of vehicles;
- changes in estimates of our financial results or recommendations by securities analysts, or our failure to meet such estimates;
- failure of our car sharing service to achieve or maintain market acceptance;
- changes in market valuations of similar companies;
- success of competitive service offerings or technologies;
- changes in our capital structure, such as future issuances of securities or the incurrence of debt;

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- announcements by us or our competitors of significant services, contracts, acquisitions or strategic alliances;
- regulatory developments in the United States, foreign countries or both;
- litigation involving us;
- additions or departures of key personnel;
- investors general perception of us;
- changes in general economic, industry and market conditions; and
- announcements regarding material developments related to the proposed merger with Avis Budget.

In addition, if the market for technology and source sector stocks or the stock market in general experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or results of operations. If any of the foregoing occurs, it could cause our stock price to fall and may expose us to class action lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management.

Future sales of shares by existing stockholders could cause our stock price to decline.

Sales by our existing stockholders of a substantial number of shares of our common stock in the public market, or the threat that substantial sales might occur, could cause the market price of our common stock to decrease significantly. These factors could also make it difficult for us to raise additional capital by selling our common stock.

If securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they adversely change their recommendations regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock is and will be influenced by the research and reports that industry or securities analysts publish about us, our business, our market or our competitors. If any analyst who covers us adversely changes its recommendation regarding our stock, or provides more favorable relative recommendations about our competitors, our stock price would likely decline. If any analyst who covers us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our certificate of incorporation, bylaws and Delaware law contain provisions that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our board of directors. Our corporate governance documents include provisions:

- authorizing blank check preferred stock, which could be issued with voting, liquidation, dividend and other rights superior to our common stock;
- limiting the liability of, and providing indemnification to, our directors and officers;

limiting the ability of our stockholders to call and bring business before special meetings and to take action by written consent in lieu of a meeting;

requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;

controlling the procedures for the conduct and scheduling of board of directors and stockholder meetings;

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- providing our board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings;
- establishing a classified board of directors so that not all members of our board are elected at one time;
- limiting the determination of the number of directors on our board of directors and the filling of vacancies or newly created seats on the board to our board of directors then in office; and
- providing that directors may be removed by stockholders only for cause.

These provisions, alone or together, could delay hostile takeovers and changes in control of our company or changes in our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our amended and restated certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

We record substantial expenses related to our issuance of stock options that may have a material adverse impact on our operating results for the foreseeable future.

Our stock-based compensation expenses totaled $5.6 million, $4.1 million, $2.8 million and $1.7 million during 2012, 2011, 2010 and 2009, respectively. In the event the proposed merger with Avis Budget is not consummated, we expect our stock-based compensation will continue to be significant in future periods, which will have an adverse impact on our operating results. The model we used requires the input of highly subjective assumptions, including the price volatility of the option s underlying stock. If facts and circumstances change and we employ different assumptions for estimating stock-based compensation expense in future periods, or if we decide to use a different valuation model, the future period expenses may differ significantly from what we have recorded in the current period and could materially affect the fair value estimate of stock-based payments, our operating income, net income and net income per share.

Our executive officers and directors and their affiliates could have significant influence over us and could delay or prevent a change in corporate control.

As of December 31, 2012, our executive officers and directors and their affiliates beneficially owned, in the aggregate, approximately 33.4% of our outstanding common stock. As a result, these stockholders, if they were to act together, could have significant influence over the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation or sale of all or substantially all of our assets. In addition, these stockholders, if they were to act together, could have significant influence over the management and affairs of our company. Accordingly, this concentration of ownership might harm the market price of our common stock by:

- delaying, deferring or preventing a change in corporate control;
- impeding a merger, consolidation, takeover or other business combination involving us; or
- discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of us.

Item 1B. ***Unresolved Staff Comments***

None.

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Item 2. ***Properties***

Our corporate headquarters are located in Cambridge, Massachusetts, where we lease approximately 35,000 square feet of office space. This lease expires on August 31, 2013 with respect to approximately 30,000 square feet and on January 31, 2015 with respect to the balance of the space. On November 30, 2012, we entered into a lease for 46,200 square feet of office space in Boston, Massachusetts. This lease expires on December 31, 2023 and we have the option to extend the lease for two additional five-year periods. We intend to move our corporate headquarters from 25 First Street, Cambridge, Massachusetts to 35 Thomson Place, Boston, Massachusetts during the first half of 2013.

We also lease office facilities in the London area totaling approximately 11,000 square feet. The leases for our London area facilities expire on January 3, 2020 and January 4, 2020.

Item 3. ***Legal Proceedings***

On July 27, 2011, a putative class action lawsuit was filed against us in the United States District Court for the District of Massachusetts, Reed v. Zipcar, Inc., Case No. 1:11-cv-11340-RGS. The lawsuit alleged that our late fees were unlawful penalties. The lawsuit purported to assert claims against us for unjust enrichment, money had and received, for declaratory judgment, and for unfair and deceptive trade practices under Massachusetts General Laws ch. 93A, and requested certification of a class consisting of all Zipcar members who have incurred late fees at the presently imposed rates. The plaintiff sought unspecified amounts of restitution and disgorgement of the revenues and/or profits that we allegedly received from imposing late fees, as well as a declaration that such late fees were void, unenforceable, and/or unconscionable, and an award of treble damages, attorneys fees and costs. On November 10, 2011, we filed a motion to dismiss, and on July 31, 2012, the court granted our motion to dismiss, dismissing the lawsuit with prejudice. On August 29, 2012, the plaintiff filed a notice of appeal with the United States District Court for the District of Massachusetts and the appeal is currently pending before the First Circuit Court of Appeals, with oral argument scheduled for March 5, 2013. While we intend to contest the plaintiff s appeal vigorously, neither the outcome of this appeal nor the amount and range of potential damages or exposure associated with the litigation if the appeal is successful can be assessed at this time.

On January 4, 2013, a putative class action lawsuit was filed in Suffolk County Superior Court in the Commonwealth of Massachusetts by Robert Karrasch, an alleged stockholder of the company (*Karrasch v. Zipcar, Inc. et al.*, Civil Action No. 13-0038-BLS2). The lawsuit alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duties. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as defendants comply with their obligation to maximize shareholder value and disclose all material information regarding the merger, an award of damages, and costs and expenses, including attorneys and experts fees and expenses. On January 25, 2013, the parties to this lawsuit filed with the court an agreed-upon order, which the court signed, in which the plaintiff agreed not to seek any relief in the Massachusetts courts prior to the closing of the merger, and to seek any such relief in the Delaware courts. In exchange, defendants agreed to provide plaintiff with any discovery provided to the plaintiffs in the pending Delaware proceedings, described further below, and not to oppose plaintiff s attempt to intervene in the Delaware litigation. On February 21, 2013, the plaintiff moved to intervene in the Delaware litigation.

On January 7, 2013, a putative class action lawsuit was filed in Middlesex County Superior Court in the Commonwealth of Massachusetts by Blair Holbrook, an alleged stockholder of the company (*Holbrook v. Zipcar, Inc. et al.*, Civil Action No. 13-0060). The lawsuit alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger

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agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duties. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders and disclose all material information regarding the merger, rescission of the merger agreement, an award of damages, and costs and expenses, including attorneys and experts fees and expenses. In connection with the agreed order described above in the Karrasch matter, counsel for plaintiff Holbrook has agreed to consolidate this matter with the Karrasch matter above, and therefore to subject this litigation to the same terms of the agreed order in that matter. On February 21, 2013, the plaintiff moved to intervene in the Delaware litigation.

On January 8, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Martin Bertisch, an alleged stockholder of the company (*Bertisch v. Zipcar, Inc. et al.*, Transaction ID 48803240, C.A. No. 8185). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees and expenses.

On January 8, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Bruce H. Paul, an alleged stockholder of the company (*Paul v. Zipcar, Inc. et al.*, Transaction ID 48818538, C.A. No. 8192). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, an award of damages and costs and expenses, including attorneys and experts fees and expenses.

On January 9, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Joseph Morcos, an alleged stockholder of the company (*Morcos v. Zipcar, Inc. et al.*, Transaction ID 48840033, C.A. No. 8200). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, an award of damages and costs and expenses, including attorneys and experts fees and expenses.

On January 16, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Allen Srulowitz, an alleged stockholder of the company (*Srulowitz v. Zipcar, Inc. et al.*,

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Transaction ID 48977007, C.A. No. 8226). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar and Avis Budget aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders, rescission of the merger agreement, and an award of costs and expenses, including attorneys and experts fees and expenses.

On January 16, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Evan Hecker, an alleged stockholder of the company (*Hecker v. Zipcar, Inc. et al.*, Transaction ID 48980399, C.A. No. 8227). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees.

On January 17, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Jim Billups, an alleged stockholder of the company (*Billups v. Zipcar, Inc. et al.*, Transaction ID 48989086, C.A. No. 8229). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, an order directing our board of directors to maximize shareholder value in any proposed sale of the company, and an award of costs and expenses, including attorneys and experts fees.

On January 25, 2013, the Court of Chancery of the State of Delaware issued an order granting the request by each of the six Delaware plaintiffs to have their lawsuits consolidated into one matter, now entitled *In re Zipcar, Inc. Stockholder Litigation*, C.A. No. 8185-VCP, Transaction ID 49105339. On January 30, 2013, the Delaware plaintiffs filed a verified consolidated amended complaint, or the amended complaint. The amended complaint alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that certain members of the board of directors put their financial interest ahead of that of the stockholders by favoring a sale over an option for long term growth, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and that the preliminary proxy statement filed with the SEC on January 22, 2013 failed to disclose all material information necessary for stockholders to make an informed vote on the proposed merger; and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees.

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On February 26, 2013, solely to avoid the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, we agreed to settle all of the pending litigation relating to the merger with Avis Budget. The settlement provides, among other things, that the parties will seek to enter into a stipulation of settlement which provides for the conditional certification of the merger-related litigation as a non-opt-out class action pursuant to Court of Chancery Rule 23 on behalf of a class consisting of all record and beneficial owners of our common stock during the period beginning on December 31, 2012 through the date of the consummation of the proposed merger, including any and all of their respective successors in interest, predecessors and representatives, and the release of all asserted claims. As part of the settlement, we have agreed to make certain additional disclosures related to the proposed merger and to waive a provision of the confidentiality agreement between us and one of the other potential acquirers that would prohibit that party from requesting a waiver of its standstill obligations under the confidentiality agreement. The additional disclosures were made in a Current Report on Form 8-K filed with the SEC on February 26, 2013. The asserted claims will not be released until such stipulation of settlement is approved by the court. There can be no assurance that the parties will ultimately enter into a stipulation of settlement or that the court will approve such settlement even if the parties were to enter into such stipulation. The settlement will not affect the merger consideration to be received by our stockholders.

In connection with the settlement, we may be liable for the plaintiffs attorneys fees and costs; however, as of this time any such fee award is uncertain and no reasonable estimate can be made. We carry a director and officer insurance policy which may cover some or all of the cost of this matter subject to a $500,000 retention.

We are also subject to various other legal proceedings and claims that have arisen or may arise in the ordinary course of business. Although some of these proceedings may result in adverse decisions or settlements, management believes that the final disposition of such matters will not have a material adverse effect on our business, financial position, results of operations or cash flows.

Item 4. ***Mine Safety Disclosures***

Not applicable.

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PART II

Item 5. ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

As of February 28, 2013, there were 78 holders of record of our common stock. Our common stock began trading on the Nasdaq Global Select Market on April 14, 2011 under the symbol ZIP.

The following table sets forth for the periods indicated below the high and low sales prices for our common stock, all as reported by the Nasdaq Global Select Market of the Nasdaq Stock Market LLC.

2013	**High**	**Low**
First quarter (through February 28, 2013)	$ 12.24	$ 12.16
2012	**High**	**Low**
First quarter	$ 16.25	$ 12.90
Second quarter	14.79	8.87
Third quarter	11.98	6.50
Fourth quarter	8.95	5.90
2011	**High**	**Low**
Second quarter (beginning April 14, 2011)	$ 31.50	$ 18.92
Third quarter	25.88	16.50
Fourth quarter	21.41	12.04

Zipcar currently intends to retain any earnings for its use in its business. Zipcar has not paid any cash dividends on its capital stock and does not currently anticipate paying any cash dividends in the foreseeable future.

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Stock Performance Graph

The following performance graph and related information shall not be deemed soliciting material or to be filed with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

The comparative stock performance graph below compares the cumulative total stockholder return (assuming reinvestment of dividends, if any) from investing $100 on April 14, 2011, the date on which our common stock was first publicly traded, to the close of the last trading day of 2012, in each of (i) our common stock, (ii) the Russell 3000 Index and (iii) a peer group index shown as The Peer Group in the comparative stock performance graph below, consisting of the following 12 publicly traded companies: Ancestry.com, Constant Contact, Blucora, iRobot, lululemon athletica, OpenTable, Pandora Media, Rosetta Stone, Shutterfly, Under Armour, United Online and Vistaprint. We created the peer group index for purposes of this graph because no published industry or line-of-business index exists for Zipcar. The companies in the peer group are the same publicly-traded companies our compensation committee uses for purposes of compensation benchmarking and were selected because they have one or more business model characteristics similar to ours, including positive sales growth, similar stage (post-IPO) of business life cycle, strong brand recognition, first mover advantage, providing a strong and recognizable user experience, a large field operations component, international sales and presence, growth strategy focused on both organic and inorganic growth, sustainability focus and multiple sales channels.

Recent Sales of Unregistered Securities

During the period from January 1, 2012 through December 31, 2012, holders of our warrants exercised warrants to purchase an aggregate of 207,895 shares of our common stock, either through a cashless exercise or cash exercise. We received an aggregate of $39,440 of cash proceeds from the cash exercises of warrants to purchase an aggregate of 29,021 shares of our common stock. The remainder of the warrants were exercised via a cashless net share settlement process, whereby warrants to purchase an aggregate of 178,874 shares of our common stock were exercised, resulting in the forfeiture of 102,162 shares in satisfaction of the warrant exercise price, and the issuance of 76,712 shares of our common stock.

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These securities were issued in reliance on the exemption provided by Section 4(2) of the Securities Act, and are deemed restricted securities for purposes of the Securities Act. All instruments representing the issued securities described above included appropriate legends setting forth that the securities have not been registered and the applicable restrictions on transfer.

Use of Proceeds

In April 2011, we completed our initial public offering of common stock, or IPO, pursuant to a registration statement on Form S-1 (File No. 333-167220), which the SEC declared effective on April 8, 2011, and a registration statement on Form S-1 (File No. 333-173475) filed pursuant to Rule 462(b) of the Securities Act.

We raised a total of $108.3 million in net proceeds in the IPO. We have used $51.4 million of these net proceeds to repay certain indebtedness, $8.7 million of these proceeds to fund our investment in Wheelz, Inc. and $3.4 million of these proceeds to fund our acquisition of CarSharing.at. None of these repayments were direct or indirect payments to any of our directors or officers or their associates or to persons owning 10 percent or more of our common stock or to any of our affiliates, and none of such payments were direct or indirect payments to others. The remaining net offering proceeds have been invested into short-term investment-grade securities and money market accounts.

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Item 6. ***Selected Financial Data***

You should read the following selected consolidated financial data below in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements, related notes and other financial information included in this Annual Report on Form 10-K. The consolidated statements of operations data for the years ended December 31, 2012, 2011 and 2010 and the consolidated balance sheets data as of December 31, 2012 and 2011 are derived from our audited consolidated financial statements included in this Annual Report on Form 10-K. The consolidated statement of operations data for the years ended December 31, 2009 and 2008 and the consolidated balance sheets data as of December 31, 2010, 2009 and 2008 are derived from our audited consolidated financial statements not included in this Form 10-K.

The historical results presented are not necessarily indicative of future results. You should read the data set forth below in conjunction with the Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2012	2011	2010 (1)	2009	2008
	(in thousands, except share and per share data)				
Revenue	$ 278,868	$ 241,649	$ 186,101	$ 131,182	$ 105,969
Cost and expenses					
Fleet operations	173,613	159,185	122,634	93,367	84,199
Member services and fulfillment	20,007	19,460	15,114	10,414	7,580
Research and development	4,522	3,948	3,170	2,314	1,549
Selling, general, and administrative	71,558	57,117	49,172	29,973	25,324
Amortization of acquired intangible assets	3,070	3,892	3,414	990	1,226
Total operating expenses	272,770	243,602	193,504	137,058	119,878
Income (loss) from operations	6,098	(1,953)	(7,403)	(5,876)	(13,909)
Other income (expense)					
Interest income	367	128	47	60	429
Interest expense	(4,385)	(8,634)	(8,185)	(2,457)	(1,603)
Other, net	1,170	3,041	1,731	3,690	568
Income (loss) before income taxes	3,250	(7,418)	(13,810)	(4,583)	(14,515)
(Benefit) provision for income taxes	(10,937)	(270)	311	84	
Net income (loss)	14,187	(7,148)	(14,121)	(4,667)	(14,515)
Less: net (income) loss attributable to redeemable noncontrolling interest	489	(4)	(4)	23	
Net income (loss) attributable to Zipcar, Inc.	$ 14,676	$ (7,152)	$ (14,125)	$ (4,644)	$ (14,515)
Net income (loss) attributable to common stockholders per share:					
Basic	$ 0.37	$ (0.24)	$ (2.74)	$ (2.23)	$ (7.15)
Diluted	$ 0.35	$ (0.24)	$ (2.74)	$ (2.23)	$ (7.15)
Weighted average number of common shares outstanding used in computing per share amounts:					
Basic	39,852,035	29,379,940	5,148,559	2,083,943	2,028,986
Diluted	41,545,494	29,379,940	5,148,559	2,083,943	2,028,986

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	Year Ended December 31,				
	2012	2011	2010	2009	2008
			(in thousands)		
Consolidated Balance Sheet Data					
Cash and cash equivalents	$ 45,255	$ 61,658	$ 43,005	$ 19,228	$ 21,099
Total assets	417,293	344,538	248,928	89,907	87,926
Deferred revenue	26,107	24,028	17,912	12,908	9,870
Redeemable convertible preferred stock warrant			478	400	144
Notes payable and capital lease obligation	109,140	70,275	94,063	15,212	16,956
Redeemable convertible preferred stock			116,683	95,715	95,715
Total stockholders equity (deficit)	247,500	221,450	(5,301)	(47,363)	(45,018)

(1) In April 2010, the Company acquired Streetcar.

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Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes and the other financial information appearing elsewhere in this Annual Report on Form 10-K.

Overview

Zipcar operates the world s leading car sharing network. We operate our membership-based business with over 9,000 vehicles in 20 major metropolitan areas and on more than 300 college campuses in the United States, Canada, the United Kingdom, Spain and Austria. Our car sharing service provides more than 775,000 members with cars on demand in reserved parking spaces within an easy walk of where they live and work. Our members may reserve cars by the hour or by the day at rates that include gas, insurance and other costs associated with car ownership. We offer our solution to individuals, universities, businesses and government agencies.

On April 19, 2011, we closed our initial public offering, or IPO, of 11,136,726 shares of common stock at an offering price of $18.00 per share, of which 6,666,667 shares were sold by us and 4,470,059 shares were sold by selling stockholders, including 1,452,617 shares pursuant to the underwriters option to purchase additional shares, resulting in net proceeds to us of approximately $111.6 million, after deducting underwriting discounts. Upon the closing of the IPO, we used $51.4 million of the proceeds to repay all outstanding balances including interest as of the payment date associated with certain debt balances.

Our revenue has grown from $106.0 million in 2008 to $278.9 million in 2012. Since our inception, a substantial portion of our revenue has been generated in North America. As of December 31, 2012, we had an accumulated deficit of $58 million. Our business initially requires fleet, marketing and infrastructure investments in each metropolitan area. As markets develop and membership increases, our business benefits from operational efficiencies and economies of scale. Cash flows from our more mature markets are used to fund new and emerging markets as well as investments in our infrastructure.

Although our principal growth has been organic, we have also grown through acquisitions. In November 2007, we acquired Flexcar, a national operator of car sharing services. In December 2009, we made an equity investment for a minority ownership stake in Catalunya Carsharing S.A., known as Avancar, the largest car sharing operator in Spain. In April 2010, we expanded our London operations with the acquisition of Streetcar Limited, or Streetcar, a car sharing service in the United Kingdom. In February 2012, we increased our ownership in Avancar to a majority holding of 60% and made an equity investment of $8.7 million for a minority ownership interest in Wheelz, Inc., a peer-to-peer car sharing company targeting university and other campus communities. In July 2012, we continued to grow our car sharing network globally, expanding our geographical footprint further into Europe with our acquisition of Denzel Mobility CarSharing GmbH, a leading car sharing service in Austria, known as CarSharing.at.

On December 31, 2012, we entered into an Agreement and Plan of Merger with Avis Budget Group, Inc. pursuant to which Avis has agreed to acquire all of our outstanding shares for $12.25 per share in cash, representing a total transaction value of approximately $500 million. The merger agreement was approved by the board of directors of both companies. The closing of the transaction remains subject to customary conditions, including approval by our stockholders, and is expected to close in March or April, 2013. A special meeting of Zipcar stockholders is scheduled for March 7, 2013 to consider and vote upon adoption of the merger agreement.

Revenue

We derive revenue primarily from vehicle usage and membership fees. A prospective member applies for membership online. This initial application is accepted following a driving record check and validation of credit card information provided. To cover these costs, we charge a one-time non-refundable application fee in most markets.

Vehicle usage revenue is recognized as chargeable hours are incurred. Annual membership fees are deferred and recognized ratably over the one-year period of membership. Membership application fees are recorded as deferred revenue and recognized ratably as revenue over the average life of the member relationship, which we currently estimate to be five years. In 2008, we began to offer a fleet management solution, known as FastFleet, by licensing our proprietary vehicle-on-demand technology on a software-as-a- service, or SaaS, basis to organizations that manage their own fleets of vehicles, including local, state and federal government agencies. Customers are charged a monthly fee, which is recognized ratably. If upfront fees are charged then the upfront fees are recorded as deferred revenue and recognized as revenue over the expected customer relationship period commencing from the day the customer is granted access to the system.

Our revenue is not concentrated within any one customer or business. Substantially all of our members and customers pay their fees and vehicle usage charges via credit card and other forms of electronic payment. Our revenue is currently derived from the United States, the United Kingdom, Canada, Spain and Austria.

Fleet Operations

Fleet operations consist principally of costs associated with operating our vehicles such as lease expense, depreciation, parking, fuel, insurance, gain or loss on disposal of vehicles, accidents, repairs and maintenance as well as employee-related costs. Our fuel costs fluctuate as gasoline prices increase or decrease. We expect fleet operation costs to increase as we expand the number of vehicles in our fleet to service an expanding membership base and support future revenue growth. Over time, however, we expect these costs to decline as a percentage of revenue as we achieve increased efficiencies in our operations, a greater percentage of our markets reach critical mass and vehicle usage levels increase and a greater portion of our vehicles are financed under our asset backed loan facility, which we refer to as the ABS facility.

Member Services and Fulfillment

Member services and fulfillment expenses consist of the cost of our outsourced contact center, personnel expenses related to our member support teams and credit card processing fees. Member services and fulfillment costs are expected to increase as our membership base increases.

Research and Development

Research and development expenses consist primarily of labor-related costs incurred in coding, testing, maintaining and modifying our technology platform. We have focused our research and development efforts on both improving ease of use and functionality of our reservation, back-end and in-vehicle systems. Our internal and external costs associated with new and enhanced functionality are capitalized and amortized generally over three years. We expect research and development expenses to increase as we continue to enhance and expand our technological capabilities but to decrease over time as a percentage of revenue as we leverage our technology platform over a larger membership base.

Selling, General and Administrative

Selling, general and administrative expenses consist primarily of labor-related expenses for sales and marketing, administrative, human resources, internal information technology support, legal, finance and accounting personnel, online search and advertising, trade shows, marketing agency fees, public relations and other promotional expenses, professional fees, insurance and other corporate expenses including certain acquisition-related costs. Online search and advertising costs, which are expensed as incurred, include online advertising media such as banner ads and pay-per-click payments to search engines. We expect to continue to invest in sales and marketing activities to increase our membership base and brand awareness. Additionally, we expect that general and administrative expenses will increase as we continue to add personnel to support the growth of our business. We also have incurred and expect to continue to incur additional personnel expenses,

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professional service fees, including audit and legal, investor relations, costs of compliance with securities laws and regulations, and higher director and officer insurance costs related to operating as a public company. As a result, we expect that our selling, general and administrative expenses will continue to increase in the future but decrease as a percentage of revenue over time as our membership base and related revenue increases.

Critical Accounting Policies

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The preparation of our financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amount of assets, liabilities, revenue, costs and expenses and related disclosures. We believe that the estimates, assumptions and judgments involved in the accounting policies described below have the greatest potential impact on our financial statements and, therefore, we consider these to be our critical accounting policies. Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions. See Note 2 to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for information about these critical accounting policies, as well as a description of our other significant accounting policies.

Revenue Recognition

We recognize revenue only when the following four criteria are met: price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

We generate revenue primarily from vehicle usage and membership fees from individuals, university students and faculty, businesses and government agencies. Vehicle usage revenues are recognized as chargeable hours are incurred. Annual membership fees are generally nonrefundable and are deferred and recognized ratably over the one-year period of membership. Membership application fees are recorded as deferred revenue and recognized as revenue over the average life of the member relationship, which we currently estimate to be five years. This estimate is based on several assumptions, including historical retention levels. Any changes to these estimates would increase or decrease our recorded revenue. However, if the average life of the member relationship had changed by one year, our revenue in 2012 would not have changed by a material amount. Direct and incremental costs associated with the membership application process, consisting of the cost of driving record checks and the cost of providing membership cards, are deferred and recognized as an expense over the estimated life of the member relationship. Our members have the ability to purchase a damage fee waiver to reduce or eliminate insurance deductible costs in the event of an accident. Damage waiver fees are recorded as revenue ratably over the term for which such waiver coverage applies. Members are charged a fee for returning our vehicles late. Such fees are recorded as revenue at the time the fee is charged, which is at the end of the reservation period. Sometimes new members are offered driving credits as an inducement to joining Zipcar. These driving credits generally expire shortly after a new member joins Zipcar and allow the member to operate our vehicles without paying for the usage of the vehicles until the credits are exhausted. These driving credits are treated as a deliverable in the arrangement and represent a separate unit of accounting since the credits have value on a stand-alone basis with reliable evidence of fair value. Accordingly, a portion of the annual fee received is allocated to such credits, based on relative fair values of each deliverable, and recorded as revenue upon usage of such credits or upon expiration, whichever is earlier. We provide driving credits to existing members for various reasons, including referring a new member. The cost related to such driving credits is estimated based on an average cost per hour and applied to the estimated hours of driving a member is eligible for based on the corresponding credit. This amount is recorded in the consolidated statement of operations in Fleet Operations.

In 2008, we began offering a fleet management solution known as FastFleet by licensing our proprietary vehicle-on-demand technology on a software-as-a-service, or SaaS basis, primarily to local, state and federal government agencies. Customers are generally charged an upfront fee and a monthly fee. Monthly fees are recognized ratably. If upfront fees are charged, then the upfront fees are recorded as deferred revenue and recognized as revenue over the expected customer relationship period commencing from the day the customer is granted access to the system.

Vehicles

Owned vehicles and vehicles held under capital leases are capitalized as part of property and equipment and depreciated over their expected useful lives to estimated residual value. We record the initial cost of the vehicle net of incentives and allowances from manufacturers. We must estimate what the residual values of these vehicles will be at the expected time of disposal to determine monthly depreciation rates. The estimation of residual values requires us to make assumptions regarding the age and mileage of the car at the time of disposal, as well as expected used vehicle auction market conditions. We reevaluate estimated residual values periodically and adjust depreciation rates as appropriate. Differences between actual residual values and those estimated result in a gain or loss on disposal and are recorded as part of fleet operations at the time of sale. Actual timing of disposal that is either shorter or longer than the life used for depreciation purposes could result in a loss or gain on sale.

Software Development Costs

We capitalize certain costs of computer software developed or obtained for internal use. These costs relate to the development of new or enhanced functionality of the software. The costs incurred in the preliminary stages of development are expensed as incurred. Once a project has reached the application development stage, internal and external costs, if direct and incremental, are capitalized until the software is substantially complete and ready for its intended use. Accordingly, we use the release date to determine when capitalization ceases for a particular project. These capitalized costs are amortized over the expected software benefit period of three years.

Income Taxes

Deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the tax rates anticipated to be in effect when such differences reverse. On a periodic basis, we assess the likelihood that we will be able to recover our deferred tax assets and in doing so we consider the quality and trend of earnings, as well as other relevant factors. A valuation allowance is provided if, based on currently available evidence, it is more likely than not that some or all of the deferred tax assets may not be realized. This assessment requires us to make judgments about the likelihood and amounts of future taxable income. As of December 31, 2012, we evaluated the likelihood that we would realize the deferred income taxes to offset future taxable income and concluded that it is more likely than not that substantially all of our U.S. deferred tax assets will be realized through consideration of both the positive and negative evidence. The evidence consisted primarily of our three year U.S. historical cumulative profitability, projected future taxable income and forecasted utilization of the deferred tax assets. The net change in valuation allowance in 2012 was $20.0 million which includes the reduction in the U.S. valuation allowance as discussed above, a reduction in the valuation allowance associated with net operating losses and credit carryforwards that are unavailable due to ownership changes in the prior years and an increase in the valuation allowance associated with losses not benefited in foreign jurisdictions. We maintain a valuation allowance for certain deferred tax assets of $14.9 million, primarily related to foreign net operating losses and fixed assets, due to the uncertainty regarding their realization. Adjustments could be required in the future if our estimate that the amount of deferred tax assets to be realized is more or less than the net amount recorded.

In accordance with our policy, the remaining undistributed earnings, if any, of our non-U.S. subsidiaries remain indefinitely reinvested as of the end of 2012 as they are required to fund needs outside the U.S. and may not be repatriated in a manner that is substantially tax free. It is not practicable to estimate the amount of additional tax, if any, that might be payable on this undistributed foreign income.

We follow the accounting guidance on Accounting for Uncertain Tax Positions and recognize liabilities for uncertain tax positions. We evaluate our tax positions by determining if the weight of available evidence

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indicates that it is more likely than not that the position will be sustained on audit by applicable taxing authorities. If we determine that a tax position will more likely than not be sustained in the event of an audit, then we estimate and measure the tax benefit likely to be realized upon ultimate settlement. Any such estimates are inherently difficult and subjective, as we have to make judgments regarding the probability of various possible outcomes. We had no amounts recorded for any unrecognized tax benefits as of December 31, 2012. Our policy is to record estimated interest and penalties related to the underpayment of income taxes as a component of our income tax provision. As of December 31, 2012, we had not recorded any accrued interest or tax penalties. Our income tax return reporting periods since December 31, 2008 remain open to income tax audit examination by federal and state taxing authorities. In addition, as we have net operating loss carryforwards, the Internal Revenue Service is permitted to audit earlier years and propose adjustments based on the amount of net operating loss generated in those years.

Utilization of net operating loss and research and development credit carryforwards may be subject to a substantial annual limitation due to ownership changes that have occurred previously or that may occur in the future, as provided by Section 382 of the Internal Revenue Code of 1986, as amended, as well as similar state provisions. These ownership changes may limit the amount of net operating loss and research and development credit carryforwards that can be utilized annually to offset future taxable income and tax, respectively.

We have performed an analysis under Section 382, as well as similar state provisions, in order to determine whether any limitations might exist on the utilization of net operating losses and research and development credits carryforward due to ownership changes that have occurred previously. Based on this analysis, we have determined that while ownership changes have occurred during our history, a substantial portion of the net operating losses and credits are available for future utilization net of any limitations.

Valuation of Long-Lived and Intangible Assets, Including Goodwill

Long-lived assets are reviewed for impairment whenever events or changes in circumstances or a triggering event, such as service discontinuance or technological obsolescence, indicate that the carrying amount of the long-lived asset may not be recoverable. Determining whether a triggering event has occurred often involves significant judgment from management. When such events occur, we compare the carrying amount of the asset to the undiscounted expected future cash flows related to the asset. If the comparison indicates that an impairment exists, the amount of the impairment is calculated and a charge is recorded. The amount of the impairment is determined to be the difference between the carrying amount and the fair value of the asset. If a readily determinable market price does not exist for the asset, fair value is estimated using discounted expected cash flows attributable to the asset. Significant judgment and estimates are involved in any impairment evaluation and our estimates, including estimates used in determining future cash flows.

We test goodwill for impairment at least annually. We review goodwill for impairment on the last day of our fiscal year and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. Our assessment is performed at the reporting unit level. Historically the goodwill evaluation for impairment was performed using a two-step process. The first step was to identify potential impairment by comparing the fair value of a reporting unit to the book value, including goodwill. If the fair value of a reporting unit exceeded the book value, goodwill was not considered impaired. If the book value exceeds the fair value, the second step of the process was performed to measure the amount of impairment. In September 2011, the Financial Accounting Standards Board, or FASB, issued ASU 2011-08, Intangibles-Goodwill and Other: Testing Goodwill for Impairment , or ASU 2011-08. The objective of ASU 2011-08 is to simplify how entities test for goodwill impairment. The amendments in ASU 2011-08 permit an entity to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed. As allowed under this guidance we early adopted ASU 2011-08 in 2011.

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We have determined that we have five reporting units: United States of America, United Kingdom, Canada, Spain and Austria.

The fair value of our U.S. reporting unit, which carries approximately $41.9 million in goodwill associated with the Flexcar acquisition, was assessed for impairment using the new ASU 2011-08 model. Accordingly, we performed a qualitative analysis examining key events and circumstances affecting fair value, such as budget- to- actual performance and consistency of operating margins, growth in new members and revenue as well as year over year profitability and overall change in the economic environment and determined it is more likely than not that the reporting unit s fair value is greater than its carrying amount. As such, no further analysis was required for purposes of testing our U.S. reporting unit s goodwill for impairment.

For the UK reporting unit, which carries approximately $60.4 million in goodwill associated with the Streetcar acquisition, we bypassed qualitative analysis under ASU 2011-08 based upon the results of our 2011 annual impairment test and assessed goodwill for impairment using the two step model. The process of evaluating goodwill for impairment under the two step model involves the determination of the fair value of our reporting units. The fair value of the reporting units is determined in part by using a discounted future cash flow method, which involves applying appropriate discount rates to estimated cash flows including terminal value that are based on forecasts of revenue, costs and capital requirements. For our UK reporting unit, we estimated future revenue growth based on a number of key assumptions, including membership growth, frequency of reservations per member, duration of trips, pricing for existing markets and entry into new markets. Our cost structure assumptions were based on historic trends, modified for inflation and nonrecurring items, and expected operational efficiencies. The estimated terminal value was calculated using the Two-Stage Growth model. The cash flows employed in the discounted cash flow analysis are based on our most recent financial plan and various growth rates have been assumed for years beyond the current financial plan period. We used a discount rate in our analysis that was deemed to be commensurate with the underlying uncertainties associated with achieving the estimated cash flows projected. The fair value determination also includes using a guideline public company method in which the reporting unit is compared to publicly traded companies in the industry group. The companies used for comparison under the guideline public company method were selected based on a number of factors, including but not limited to, the similarity of their industry, growth rate and stage of development, business model, and financial risk.

Based on the analysis, we noted that the fair value of the UK reporting unit exceeds the carrying value by approximately 22%, indicating no goodwill impairment. As referenced above, the analysis incorporates quantitative data and qualitative criteria including new information that can change the result of the impairment test. The most significant assumptions used in the analysis are the discount rate, the terminal value and expected future revenues, gross margins and operating margins. Unfavorable trends in our membership growth, frequency of reservations per member, duration of trips and related pricing could negatively impact our revenue growth and terminal value. If our future costs are materially different from our historic cost trends or if we do not realize operational efficiencies as expected, our expected gross and operating margins could be negatively impacted. Our inability to meet expected results could increase the underlying uncertainties of future projections, thereby causing an increase in our discount rate. Accordingly, unfavorable changes to our assumptions could impact our conclusion regarding whether existing goodwill is impaired and result in a material impact on our consolidated financial position or results of operations.

The remainder of our goodwill, $5.2 million, relates to the Spain and Austria reporting units which were acquired during 2012. As of December 31, 2012, we determined there were no changes in events or circumstances that indicate it is more-likely-than-not that the fair value of these reporting units have fallen below their carrying amount since the purchase price allocation and goodwill analysis was performed for Spain and Austria at acquisition in February and July 2012, respectively. Accordingly, no further analysis was required for purposes of testing the Spain and Austria reporting units goodwill for impairment.

Accounting for Acquisitions

Accounting for acquisitions requires us to recognize and measure identifiable assets acquired, liabilities assumed and any non-controlling interest in the acquired entity. Our accounting for acquisitions involves

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significant judgments and estimates, including the fair value of certain forms of consideration such as our common stock, preferred stock or warrants, the fair value of acquired intangible assets, which involve projections of future revenues, cash flows and terminal value which are then discounted at an estimated discount rate, the fair value of other acquired assets and assumed liabilities, including potential contingencies, and the useful lives of the assets. The projections are developed using internal forecasts, available industry and market data and estimates of long-term rates of growth for our business. In addition, warrants are valued using assumptions that include expected volatility and expected terms, which are estimates. The impact of prior or future acquisitions on our financial position or results of operations may be materially impacted by the change in or initial selection of assumptions and estimates.

Stock-Based Compensation

Accounting guidance requires employee stock-based payments to be accounted for under the fair value method. Under this method, we are required to record compensation cost based on the fair value estimated for stock-based awards granted over the requisite service periods for the individual awards, which generally equal the vesting periods. We use the straight-line amortization method for recognizing stock-based compensation expense.

The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option pricing model, which requires the use of highly subjective estimates and assumptions. Historically, as a private company, we lacked company-specific historical and implied volatility information. Therefore, we estimate our expected volatility based on the historical volatility of our publicly traded peer companies and expect to continue to do so until such time as we have adequate historical data regarding the volatility of our traded stock price. The expected life assumption is based on the simplified method for estimating expected term for awards that qualify as plain-vanilla options. This option has been elected as we do not have sufficient stock option exercise experience to support a reasonable estimate of the expected term. The risk-free interest rate is the yield currently available on U.S. Treasury zero-coupon issues with a remaining term approximating the expected term of the option. We recognize compensation expense for only the portion of options that are expected to vest. Accordingly, we have estimated expected forfeitures of stock options based on our historical forfeiture rate and used these rates in developing a future forfeiture rate. If our actual forfeiture rate varies from our historical rates and estimates, additional adjustments to compensation expense may be required in future periods.

Prior to our IPO in April 2011, the fair value of our common stock was determined on a periodic basis by our board of directors, taking into account our most recent valuations. The assumptions underlying these valuations represent management s best estimates, which involve inherent uncertainties and the application of management judgment. The most significant input into the Black-Scholes option-pricing model used to value our option grants is the fair value of common stock.

Stock options have historically been granted with exercise prices equal to the estimated fair value of our common stock on the date of grant. Commencing in the second quarter 2011, we based fair value on the quoted market price of our common stock. Because there was no public market for our common stock prior to our IPO in April 2011, our Board of Directors determined the fair value of common stock taking into account our most recently available valuation of common stock. In 2008 as well as the first and second quarters of 2009, our Board of Directors determined the fair value of our common stock by using discounted future cash flows under the income method after considering the most recent rounds of financing. Beginning in July 2009 through the date of our IPO, our valuation analysis was prepared using the probability-weighted expected return method as prescribed by the AICPA Practice Aid. Under this methodology, the fair market value of our common stock was estimated based upon an analysis of future values assuming various outcomes. The share value was based on the probability-weighted present value of expected future investment returns considering each of the possible outcomes available to our Board of Directors as well as the rights of each share class.

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Valuation of Marketable Securities

Our investments in available-for-sale securities are reported at fair value. Unrealized gains and losses related to changes in the fair value of investments are included in accumulated other comprehensive income, net of tax, as reported in our consolidated balance sheets included elsewhere in the Annual Report on Form 10-K. Changes in the fair value of investments impact our net income only when such investments are sold or an other-than-temporary impairment is recognized. Realized gains and losses on the sale of securities are determined by specific identification of each security s cost basis. We regularly review our investment portfolio to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns, which would require us to record an impairment charge in the period any such determination is made. In making this judgment, we evaluate, among other things, the duration and extent to which the fair value of an investment is less than its cost, the financial condition of the issuer and any changes thereto, and our intent to sell, or whether it is more likely than not we will be required to sell, the investment before recovery of the investment s amortized cost basis. Our assessment on whether an investment is other-than-temporarily impaired or not, could change in the future due to new developments or changes in assumptions related to any particular investment. We have not recorded any other-than-temporarily impairment charges during the years ended December 31, 2012 and 2011.

Results of Consolidated Operations

	Year Ended December 31,		
	2012	**2011**	**2010**
		(in thousands)	
Revenue	$ 278,868	$ 241,649	$ 186,101
Cost and expenses			
Fleet operations	173,613	159,185	122,634
Member services and fulfillment	20,007	19,460	15,114
Research and development	4,522	3,948	3,170
Selling, general and administrative	71,558	57,117	49,172
Amortization of acquired intangible assets	3,070	3,892	3,414
Total operating expenses	272,770	243,602	193,504
Income (loss) from operations	6,098	(1,953)	(7,403)
Other income (expense)			
Interest income	367	128	47
Interest expense	(4,385)	(8,634)	(8,185)
Other, net	1,170	3,041	1,731
Income (loss) before income taxes	3,250	(7,418)	(13,810)
Provision (benefit) for income taxes	(10,937)	(270)	311
Net income (loss)	14,187	(7,148)	(14,121)
Less: net (income) loss attributable to redeemable noncontrolling interest	489	(4)	(4)
Net income (loss) attributable to Zipcar, Inc.	$ 14,676	$ (7,152)	$ (14,125)

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The following table sets forth selected consolidated statements of operations data for each of the periods indicated as a percentage of total revenue.

	Year Ended December 31,		
	2012	2011	2010
Revenue	100.0%	100.0%	100.0%
Cost and expenses			
Fleet operations	62.3	65.9	65.9
Member services and fulfillment	7.2	8.1	8.1
Research and development	1.6	1.6	1.7
Selling, general and administrative	25.7	23.6	26.4
Amortization of acquired intangible assets	1.1	1.6	1.8
Total operating expenses	97.9	100.8	103.9
Income (loss) from operations	2.1	(0.8)	(3.9)
Other income (expense)			
Interest income	0.1	0.1	0.0
Interest expense	(1.6)	(3.6)	(4.4)
Other, net	0.4	1.3	0.9
Income (loss) before income taxes	1.0	(3.0)	(7.4)
Provision (benefit) for income taxes	(3.9)	(0.1)	0.2
Net income (loss)	4.9	(2.9)	(7.6)
Less: net (income) loss attributable to redeemable noncontrolling interest	0.2	0.0	0.0
Net income (loss) attributable to Zipcar, Inc.	5.1%	(2.9)%	(7.6)%

Segments

We have identified two reportable segments: North America and Europe. In both segments, we derive revenue primarily from self-service vehicle use by our members.

In our North America segment, which includes the United States and Canada, revenue increased to $231.8 million in the year ended 2012 from $157.3 million in the year ended 2010 and the segment income before income taxes, which excludes corporate expenses and certain other costs, improved to $48.8 million from $26.6 million during this timeframe. These improvements are principally the results of growth in membership for the major metropolitan areas and universities in this segment and achieving higher margins based on operational, financing and scale-based efficiencies.

Our Europe segment includes the operations of the United Kingdom for the entire reported periods, the operations of Spain since February 2012, and Austria since July 2012. Revenue increased to $47.1 million in the year ended 2012 from $28.8 million in the year ended 2010 in our Europe segment. During this timeframe, the segment loss before income taxes, which excludes corporate expenses and certain other costs, increased to a loss of $2.7 million from a loss of $1.5 million. These increases are due to a full year of Streetcar operations in 2011 and 2012 compared to a partial year in 2010, as well as general growth in that market and the addition of Spain and Austria during 2012. Refer to Note 13 to the consolidated financial statements for additional segment information.

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Comparison of Years Ended December 31, 2012, 2011 and 2010

Revenue

	Years Ended December 31,			2012 Change		2011 Change	
	2012	2011	2010	$	%	$	%
	(amounts in thousands)						
Vehicle usage revenue	$ 235,126	$ 207,231	$ 163,797	$ 27,895	13.5%	$ 43,434	26.5%
Fee revenue	43,376	34,176	22,085	9,200	26.9%	12,091	54.7%
Other revenue	366	242	219	124	51.2%	23	10.5%
Total	$ 278,868	$ 241,649	$ 186,101	$ 37,219	15.4%	$ 55,548	29.8%

Total revenue increased 15.4% or $37.2 million for the year ended December 31, 2012 compared to the year ended December 31, 2011. Vehicle usage revenue increased primarily due to an increase in reservations associated with new Zipcar members. Fee revenue is derived from annual membership, application and damage waiver fees. The increase in fee revenue is primarily a result of a higher average member base during the year ended December 31, 2012 compared to the year ended December 31, 2011 and a strong uptake in our damage waiver offering. Our average membership increased to 739,000 in 2012 from 615,000 in 2011. Annual fee revenue and application fee revenue are recognized ratably over one and five years, respectively. Revenue per member decreased by $14 to $378 in 2012 from $392 in 2011, primarily due to a decrease in vehicle usage revenue per member in part due to an increased mix of more profitable hourly versus daily trips as well as a decrease in the growth of net new members, who on average tend to be more active.

Total revenue increased 29.8% or $55.5 million for the year ended December 31, 2011 compared to the year ended December 31, 2010. Vehicle usage revenue increased primarily due to an increase in reservations associated with new members as well as higher pricing and a full year of Streetcar results compared to 2010, which included Streetcar operations from the date of acquisition on April 20, 2010. Fee revenue is derived from annual membership, application and damage waiver fees. The increase in fee revenue is primarily a result of a higher average member base in 2011 compared to 2010, in part due to the full year of Streetcar operations, along with higher fees and a strong uptake in our damage waiver offering. Our average membership increased to 615,000 in 2011 from 461,000 in 2010, which only included Streetcar operations from the date of acquisition. Annual fee revenue and application fee revenue are recognized ratably over one and five years, respectively. Revenue per member decreased by $10 to $392 in 2011 from $402 in 2010, primarily due to a decrease in vehicle usage revenue per member resulting from a focus on shifting mix from daily reservations to more profitable hourly reservations. Other revenue is primarily attributable to revenue from our SaaS-based FastFleet fleet management solution.

Operating Expenses

	Years Ended December 31,			2012 Change		2011 Change	
	2012	2011	2010	$	%	$	%
	(amounts in thousands)						
Fleet Operations	$ 173,613	$ 159,185	$ 122,634	$ 14,428	9.1%	$ 36,551	29.8%
Member services and fulfillment	20,007	19,460	15,114	547	2.8%	4,346	28.8%
Research and development	4,522	3,948	3,170	574	14.5%	778	24.5%
Selling, general and administrative	71,558	57,117	49,172	14,441	25.3%	7,945	16.2%
Amortization of acquired intangible assets	3,070	3,892	3,414	(822)	-21.1%	478	14.0%
Total	$ 272,770	$ 243,602	$ 193,504	$ 29,168	12.0%	$ 50,098	25.9%

Fleet Operations: Fleet operations expenses increased 9.1% or $14.4 million in 2012 as compared to 2011 as a result of an increase in the number of vehicles in our fleet and, to a lesser extent, costs associated with Hurricane Sandy. The average number of vehicles in our fleet increased by 1,112 to 10,161 in 2012 compared to 2011. Cost

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per vehicle decreased 2.8% in 2012 as compared to 2011 primarily due to improved cost leverage associated with increased average fleet size and a higher mix of vehicles financed under our lower cost ABS facility. Fleet operations expenses as a percentage of revenue decreased to 62.3% in 2012 from 65.9% in 2011 due to lower fleet financing costs resulting from the shift of vehicles onto our ABS facility.

Fleet operations expenses increased 29.8% or $36.6 million in 2011 compared to 2010 primarily as a result of an increase in the number of vehicles in our fleet, in part due to the full year of Streetcar operations. The average number of vehicles in our fleet increased by 1,137 to 9,049 in 2011 compared to 2010. In addition, cost per vehicle increased 13.5% in 2011 compared to 2010 primarily due to higher gas prices and lower gains on vehicle sales. Fleet operations expenses as a percentage of revenue remained flat in 2011 at 65.9% compared to 2010.

Member Services and Fulfillment: Member services and fulfillment costs increased 2.8% or $0.5 million in 2012 compared to 2011 due to an increase in average membership of approximately 124,000 to 739,000 in 2012 from 615,000 in 2011. Member services and fulfillment as a percentage of revenue decreased to 7.2% in 2012 from 8.1% in 2011 due to volume-based improvements in merchant processing fees and leverage from our member service center.

Member services and fulfillment costs increased 28.8% or $4.3 million in 2011 compared to 2010 primarily due to an increase in average membership of approximately 154,000 to 615,000 in 2011 from 461,000 in 2010. Member services and fulfillment as a percentage of revenue remained flat from 2010 to 2011 at 8.1%.

Research and Development: Research and development expenses increased 14.5% or $0.6 million in 2012 compared to 2011 and 24.5% or $0.8 million in 2011 compared to 2010. These changes are attributable to costs associated with additional headcount partially offset by an increase in internal capitalized cost for the continued development of our online reservation and fleet management system. Research and development expenses as a percentage of revenue remained flat from 2011 to 2012 at 1.6% and decreased by 0.1% in 2011 from 1.7% in 2010.

Selling, General and Administrative: Selling, general and administrative expenses increased 25.3% or $14.4 million in 2012 compared to 2011. The increase in selling, general and administrative expenses in 2012 as compared to 2011 was primarily due to an increase in labor and labor-related expenses of $7.3 million, including stock compensation expense and the expansion of our Zipcar for Business direct salesforce; an increase in marketing programs and advertising costs of $4.7 million; an increase in other general and administrative related expenses of $2.9 million primarily associated with operating as a public company; and investment in our expanded European and IT infrastructure. Selling, general and administrative expenses as a percentage of revenue increased to 25.7% in 2012 from 23.6% in 2011.

Selling, general and administrative expenses increased 16.2% or $7.9 million in 2011, compared to 2010. The increase in selling, general and administrative expenses in 2011 was primarily due to an increase in labor and labor-related expenses, including stock compensation expense of $4.8 million, marketing programs, advertising costs and related discretionary spending of $2.6 million and other general and administrative related expenses of $4.4 million. These increased costs and expenses in the 2011 period were offset by a decrease in legal and professional fees of $3.9 million compared to 2010, due to the amounts incurred in 2010 in connection with our acquisition of Streetcar and the investigation by the Office of Fair Trade and the Competition Commission, or CC. Selling, general and administrative expenses as a percentage of revenue decreased by 2.8% to 23.6% in 2011 from 26.4% in 2010 primarily due to economies of scale and reduced legal and professional fees associated with the acquisition and regulatory clearance of Streetcar.

Amortization of Acquired Intangible Assets: Acquired intangible assets associated with the Streetcar, Flexcar, Avancar and CarSharing.at acquisitions include member relationships, parking spaces, non-compete agreements, tradenames and reservation systems in existence at the time of the acquisition, and are amortized

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over their estimated useful lives of up to five years based on the pattern in which the economic benefits of the intangible assets are consumed. Amortization of acquired intangible assets decreased $0.8 million to $3.1 million in 2012 compared to $3.9 million in 2011 due to certain intangible assets that have been fully amortized. For 2011, amortization of acquired intangible assets increased $0.5 million from $3.4 million in 2010 due to a full year of Streetcar amortization in 2011 versus 2010, which only included Streetcar from the date of acquisition on April 20, 2010, slightly offset by lower amortization rates for member relationships related to the Flexcar acquisition.

Interest Income: Interest income increased to $0.4 million in 2012 as compared to 2011 and to $0.1 million in 2011 as compared to 2010 due to the investment of our IPO proceeds for the full year in 2012 verses from IPO date in 2011.

Interest Expense: Interest expense decreased by $4.2 million to $4.4 million in 2012 from $8.6 million in 2011. This decrease resulted from the expenses associated with the retirement of high-cost corporate debt in the second quarter of 2011. Interest expense increased by $0.4 million to $8.6 million in 2011, from $8.2 million in 2010. The increase was due to debt retirement charges of $3.3 million associated with the retirement of certain debt upon the closing of our IPO offset by lower interest expense as a result of the retirement of high-cost debt.

Other Income, net: Other income (expense) decreased $1.9 million to income of $1.2 million in 2012 as compared to $3.0 million in 2011. This change is primarily attributable to the loss of $1.3 million related to our equity investment in Wheelz which was made in 2012 and to a lesser extent the decrease in proceeds on the sale of Zero Emission Vehicle (ZEV) credits by $0.3 million. Under certain state government regulations, vehicle manufacturers are required to ensure that a portion of the vehicles sold in that state are classified as zero emission vehicles . These laws provide for the purchase and sale of excess credits earned. Because we utilize energy efficient vehicles in our business, we were able to earn ZEV credits under state regulations, and recorded the proceeds from the sale of these credits as other income.

Other income (expense), net increased by $1.3 million to $3.0 million in 2011 compared to 2010. During 2011 we recorded the sale of ZEV credits of $3.4 million offset by expense associated with warrants to purchase our Series F Convertible Preferred Stock of $0.6 million and $0.5 million associated with the establishment of a reserve for receivables under a certain state energy conservation program.

(Benefit) Provision for Income Taxes: The income tax benefit for 2012 totaling $10.9 million, is primarily attributable to the reduction of our deferred income tax valuation allowance. We considered the weight of both the positive and negative evidence as of December 31, 2012 and concluded that it was more likely than not that a substantial portion of the deferred tax assets will be realized.

The (benefit) provision for income taxes for the years ended December 31, 2011 and 2010 were related to state income taxes. We did not report a benefit for federal income taxes in our consolidated financial statements in 2011 or 2010; instead, the deferred tax asset generated from our net operating loss was offset by a full valuation allowance.

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Quarterly Results of Operations Data

The following tables set forth our unaudited quarterly consolidated statements of operations data and our unaudited statements of operations data as a percentage of revenues for each of the eight quarters in the period ended December 31, 2012. We have prepared the quarterly data on a consistent basis with our audited consolidated financial statements included in this Annual Report on Form 10-K, and the financial information reflects all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period.

	For the Three Months Ended							
	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011
	(in thousands, except share and per share data)							
Statements of Operations Data:								
Revenue	$ 70,694	$ 78,232	$ 70,809	$ 59,133	$ 62,898	$ 68,059	$ 61,559	$ 49,133
Cost and expenses								
Fleet operations	44,141	45,814	43,930	39,728	40,329	43,365	40,525	34,966
Member services and fulfillment	5,237	5,515	5,075	4,180	4,779	5,543	5,067	4,071
Research and development	1,251	1,279	1,058	934	893	1,083	1,010	962
Selling, general and administrative	16,208	20,540	19,274	15,536	13,904	15,803	14,723	12,687
Amortization of acquired intangible assets	689	742	753	886	869	956	994	1,073
Total operating expenses	67,526	73,890	70,090	61,264	60,774	66,750	62,319	53,759
Income (loss) from operations	3,168	4,342	719	(2,131)	2,124	1,309	(760)	(4,626)
Other income (expense)								
Interest income	119	95	77	76	63	45	11	9
Interest expense	(1,146)	(1,244)	(1,025)	(970)	(839)	(810)	(4,530)	(2,455)
Other, net	594	1,017	(307)	(134)	2,513	(186)	(273)	987
Income (loss) before income taxes	2,735	4,210	(536)	(3,159)	3,861	358	(5,552)	(6,085)
(Benefit) provision for income taxes	(10,881)	1		(57)	(6)	(304)	23	17
Net income (loss)	13,616	4,209	(536)	(3,102)	3,867	662	(5,575)	(6,102)
Less: Net (income) loss attributable to the noncontrolling interest	210	111	114	54	(5)	(11)	7	5
Net income (loss) attributable to Zipcar, Inc.	$ 13,826	$ 4,320	$ (422)	$ (3,048)	$ 3,862	$ 651	$ (5,568)	$ (6,097)
Net earnings (loss) attributable to common stockholders per share:								
Basic	$ 0.35	$ 0.11	$ (0.01)	$ (0.08)	$ 0.10	$ 0.02	$ (0.17)	$ (0.95)
Diluted	$ 0.34	$ 0.10	$ (0.01)	$ (0.08)	$ 0.09	$ 0.02	$ (0.17)	$ (0.95)
Weighted average number of common shares outstanding used in computing per share amounts:								
Basic	40,051,721	39,961,460	39,806,999	39,584,560	39,292,172	38,904,375	32,422,508	6,434,923
Diluted	41,201,893	41,434,740	39,806,999	39,584,560	42,150,756	42,479,718	32,422,508	6,434,923

As a percentage of revenue

	For the Three Months Ended							
	Dec. 31, 2012	**Sept. 30, 2012**	**June 30, 2012**	**March 31, 2012**	**Dec. 31, 2011**	**Sept. 30, 2011**	**June 30, 2011**	**March 31, 2011**
Statements of Operations Data:								
Revenue	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Cost and expenses								
Fleet operations	62.4%	58.6%	62.0%	67.2%	64.1%	63.7%	65.8%	71.2%
Member services and fulfillment	7.4%	7.0%	7.2%	7.1%	7.6%	8.1%	8.2%	8.3%
Research and development	1.8%	1.6%	1.5%	1.6%	1.4%	1.6%	1.6%	2.0%
Selling, general and administrative	22.9%	26.3%	27.2%	26.3%	22.1%	23.2%	23.9%	25.8%
Amortization of acquired intangible assets	1.0%	0.9%	1.1%	1.5%	1.4%	1.4%	1.6%	2.2%
Total operating expenses	95.5%	94.4%	99.0%	103.6%	96.6%	98.1%	101.2%	109.4%
Income (loss) from operations	4.5%	5.6%	1.0%	-3.6%	3.4%	1.9%	-1.2%	-9.4%
Other income (expense)								
Interest income	0.2%	0.1%	0.1%	0.1%	0.1%	0.1%	0.0%	0.0%
Interest expense	-1.6%	-1.6%	-1.4%	-1.6%	-1.3%	-1.2%	-7.4%	-5.0%
Other, net	0.8%	1.3%	-0.4%	-0.2%	4.0%	-0.3%	-0.4%	2.0%
Income (loss) before income taxes	3.9%	5.4%	-0.8%	-5.3%	6.1%	0.5%	-9.0%	-12.4%
(Benefit) provision for income taxes	-15.4%	0.0%	0.0%	-0.1%	0.0%	-0.4%	0.0%	0.0%
Net income (loss)	19.3%	5.4%	-0.8%	-5.2%	6.1%	1.0%	-9.1%	-12.4%
Less: Net (income) loss attributable to the noncontrolling interest	0.3%	0.1%	0.2%	0.1%	0.0%	0.0%	0.0%	0.0%
Net income (loss) attributable to Zipcar, Inc.	19.6%	5.5%	-0.6%	-5.2%	6.1%	1.0%	-9.0%	-12.4%

Revenue increased over comparable quarterly periods due to increases in the number of members and associated usage and fee revenue. Sequentially, revenue decreased in the fourth and the first quarters and increased in the second and third quarters, primarily due to the seasonality we experience in our business.

Total operating expenses increased over comparable quarterly periods due to costs associated with increased usage of our vehicles by our members and an associated increase in fleet size.

Key financial and operating metrics, non-GAAP financial measures and supplemental disclosure

In connection with the ongoing operation of our business, our management regularly reviews key financial and operating metrics, including total revenue per member, usage revenue per vehicle per day, cost per new account, member retention, ending members and ending vehicles. Management considers these financial and operating metrics critical to understanding our business, reviewing our historical performance, measuring and identifying current and future trends and for planning purposes.

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In addition to the key metrics described above, we also use Adjusted EBITDA, a non-GAAP financial measure, to assess our performance. We define Adjusted EBITDA as earnings before non-vehicle depreciation, non-vehicle interest, interest income, amortization, preferred stock warrant liability adjustment, stock compensation expenses, acquisition and integration costs, taxes and other income related to ZEV credits and other gains or losses associated with events of a non-recurring nature, such as costs related to Hurricane Sandy and merger related costs. We believe that Adjusted EBITDA is an important measure of our operating performance because it allows management, investors and analysts to evaluate and assess our core operating results from period to period after removing the impact of changes in our capital structure, income tax status and method of vehicle financing, and other items of a non-operational nature that affect comparability. We include vehicle-related depreciation and interest in our definition of Adjusted EBITDA because vehicles represent core operating assets used in the delivery of our service that require periodic replacement. In addition, the exclusion of these costs would result in a lack of comparability in the treatment of vehicles that are owned or leased under capital leases and those leased under operating leases.

We believe that various forms of the Adjusted EBITDA metric are often used by analysts, investors and other interested parties to evaluate companies such as ours for the reasons discussed above. Adjusted EBITDA is also used for planning purposes and in presentations to our board of directors as well as in our annual incentive compensation program for senior management. Non-GAAP information should not be construed as an alternative to GAAP information, as the items excluded from the non-GAAP measures often have a material impact on our financial results. Management uses, and investors should use, non-GAAP measures in conjunction with our GAAP results.

Our quarterly key financial and operating metrics and non-GAAP financial measures are as follows:

	For the Three Months Ended							
	Dec. 31, 2012	**Sept. 30, 2012**	**June 30, 2012**	**March 31, 2012**	**Dec. 31, 2011**	**Sept. 30, 2011**	**June 30, 2011**	**March 31, 2011**
Key Financial and Operating Metrics:								
Ending members	777,689	767,481	731,504	709,429	673,257	649,627	604,571	576,914
Ending vehicles	9,763	10,645	11,105	9,329	8,904	9,489	9,480	8,216
Usage revenue per vehicle per day	$ 64	$ 65	$ 65	$ 60	$ 63	$ 65	$ 65	$ 57
Total revenue per member per period	$ 91	$ 103	$ 98	$ 85	$ 94	$ 108	$ 103	$ 87
Cost per new account	54	70	$ 89	$ 71	$ 54	$ 55	$ 70	$ 53
Average monthly member retention	97.6%	97.3%	97.7%	98.0%	97.8%	97.3%	97.8%	98.2%
Adjusted EBITDA *(in thousands)*	7,253	6,504	$ 3,407	$ (8)	$ 5,915	$ 4,567	$ 2,316	$ (1,885)

Ending members and vehicles reflect the number of members and vehicles at the end of each period. We use this information to measure our success in growing membership and in tracking our supply of vehicles to meet demand.

Usage revenue per vehicle per day is derived by dividing the usage revenue for the period by the average number of vehicles during that period and the number of days in that period. Usage revenue per vehicle per day reflects a combination of pricing and the efficiency of vehicle deployment and usage.

Total revenue per member per period is derived by dividing the total revenue for the period by the average number of members during that period. The decrease in total revenue per member over comparable prior year periods is the result of lower usage revenue principally due to a focus on shifting mix from daily reservations to more profitable hourly reservations, partially offset by higher pricing and an increase in damage waiver fees.

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Cost per new account is defined as marketing and advertising expenses at the field level, divided by total gross new member additions in the period. Management uses this metric to determine the efficiency of our marketing and advertising programs in acquiring new members. Cost per new account tends to fluctuate seasonally and based on our testing of different marketing channels. For example, in 2012 we tested a broadcast media campaign in the first half of the year which drove our cost per new account higher.

The average monthly member retention is defined as one minus the quotient of the monthly average of members who leave during the quarter divided by the average number of total members for the quarter. Management uses this information to measure its ability to retain existing members. Retention levels have historically remained relatively stable.

Adjusted EBITDA is reconciled to our net income to show the impact of items not reflected as described above. We use this information to assess our profitability or loss from recurring operations, adjusted for certain non-cash expenses.

The following tables present a reconciliation of Adjusted EBITDA to net income (loss), the most comparable GAAP measure, for each of the periods indicated (in thousands):

	For the Three Months Ended (in thousands)							
	Dec. 31, 2012	**Sept. 30, 2012**	**June 30, 2012**	**March 31, 2012**	**Dec. 31 2011**	**Sept. 30, 2011**	**June 30, 2011**	**March 31, 2011**
Reconciliation of adjusted EBITDA								
Net income (loss) attributable to Zipcar, Inc.	$ 13,826	$ 4,320	$ (422)	$ (3,048)	$ 3,862	$ 651	$ (5,568)	$ (6,097)
Taxes	(10,881)	1		(57)	(6)	(304)	23	17
Stock compensation	1,367	1,532	1,460	1,202	1,039	1,115	940	1,014
Zero Emission Vehicle credits	(1,296)	(1,732)			(2,500)			(861)
Non-vehicle depreciation	1,052	872	688	613	595	615	605	561
Hurricane Sandy costs	952							
Merger related costs	751							
Amortization	689	742	753	886	869	956	994	1,073
Loss of equity-method investee	624	389	243	69				
Acquisition and integration cost	227	438	740	361	2,090	1,548	1,090	898
Interest income	(119)	(95)	(77)	(76)	(63)	(45)	(11)	(9)
Non-vehicle interest expense	61	37	22	42	29	31	3,693	1,345
Preferred stock warrant liability adjustment							550	174
Adjusted EBITDA	$ 7,253	$ 6,504	$ 3,407	$ (8)	$ 5,915	$ 4,567	$ 1,766	$ (2,059)

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	For the Year Ended December 31, 2012	2011
	(in thousands)	
Reconciliation of Adjusted EBITDA		
Net income (loss) attributable to Zipcar, Inc.	$ 14,676	$ (7,152)
Taxes	(10,937)	(270)
Stock compensation	5,561	4,108
Zero Emission Vehicle credits	(3,028)	(3,361)
Non-vehicle depreciation	3,225	2,376
Hurricane Sandy costs	952	
Merger related costs	751	
Amortization	3,070	3,892
Loss of equity-method investee	1,325	
Acquisition and integration cost	1,766	5,626
Interest income	(367)	(128)
Non-vehicle interest expense	162	5,098
Preferred stock warrant liability adjustment		724
Adjusted EBITDA	$ 17,156	$ 10,913

In addition to key operating and financial metrics, we have chosen to provide further information which we believe is useful for investors and analysts to understand the underlying trends in our business. With respect to our fleet, we have provided the number of vehicles at the end of each period that are owned, held under capital leases and held under operating leases. Vehicles held under operating leases are charged as a period expense to the cost of fleet operations. Owned vehicles and vehicles held under capital leases are capitalized as part of property and equipment and depreciated over their expected useful lives to estimated residual value.

Our quarterly vehicle data is as follows:

	For the Three Months Ended Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011
Owned vehicles	6,912	7,548	7,402	5,053	4,429	4,592	3,684	2,424
Capital lease vehicles	1,967	1,821	1,662	1,533	1,517	1,608	1,621	1,509
Operating lease vehicles	884	1,276	2,041	2,743	2,958	3,289	4,175	4,283
Ending vehicles	9,763	10,645	11,105	9,329	8,904	9,489	9,480	8,216

Through May 2010, we principally had used a combination of operating leases and capital leases to fund our vehicle fleet. In May 2010, Zipcar Vehicle Financing LLC or ZVF, a bankruptcy-remote special purpose entity wholly-owned by us, completed the closing of the original series of variable funding notes, or the 2010 Series, under our ABS facility. In May 2011 and 2012, the 2010 Series was amended and extended. In December 2011, ZVF issued a new series of variable funding notes, which we refer to as the 2011 Series, pursuant to our ABS facility. In December 2012, the Series was amended and extended. Our mix of owned vehicles increased in 2012 and 2011 as we purchased vehicles under the ABS facility. The mix of vehicles under capital lease relates principally to our UK operation, which finances its fleet almost exclusively through capital leases. We expect these shifts in our financing strategy will result in higher property and equipment and higher capital lease obligations and vehicle-related debt on our balance sheet as well as a lower per vehicle cost included in cost of fleet operations and higher vehicle-related interest expense.

We have provided further financial information with respect to a combination of four markets: Boston, New York, San Francisco and Washington, D.C., together referred to as Established Markets . The Established Markets represent the first four cities that Zipcar entered during the period from 2000 to 2005. We believe it is

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helpful for investors and analysts to understand the revenue and income before tax in the Established Markets because these trends over time indicate what we may achieve as we grow in our less developed markets. Income before tax from Established Markets includes all costs associated with our operations in those markets, including market-related advertising, public relations expenses and an allocation of the costs of operating of the member services contact center. Corporate costs and overhead are not allocated to our Established Markets.

Our quarterly Established Markets data is as follows:

	For the Three Months Ended							
	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011	March 31, 2011
	(in thousands)							
Established Markets:								
Revenue	$ 38,313	$ 45,016	$ 39,760	$ 32,789	$ 35,595	$ 39,313	$ 34,424	$ 27,094
Income before tax	$ 10,397	$ 13,005	$ 8,676	$ 6,815	$ 9,932	$ 9,061	$ 7,461	$ 4,559

During 2012, revenue for Established Markets on a year-on-year basis grew at an average of 14%, while income before tax grew at an average of 25%. Income before tax tends to be lowest as a percentage of revenue in the first quarter of the year for seasonality reasons, driven both by weather and the relative absence of significant holidays.

Liquidity and Capital Resources

We have incurred losses from our inception until the year ended December 31, 2011 and recorded our first net profit in the year ended December 31, 2012 and have an accumulated deficit of $58.0 million through December 31, 2012. We have financed our operations primarily through the sale of redeemable convertible preferred stock, sale of common stock in connection with our IPO, proceeds from the exercise of stock options and restricted stock, the issuance of long-term debt, operating and capital lease financings, vehicle related financing and from positive cash flow from operations. At December 31, 2012, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling $83.8 million and $23.0 million available for borrowing under the ABS facility. Our marketable securities investment portfolio is invested in U.S. Treasury securities, overnight sweep bank deposits, securities of U.S. Federal agencies and money market investments that are direct obligations of the U.S. Treasury, with the objective of preserving the principal value of the investment portfolio while maintaining liquidity to meet anticipated cash flow needs. We believe that our current cash and cash equivalents, investments, cash flow from operations and funds available under our ABS and leasing facilities will be sufficient to meet our working capital and capital expenditure requirements for the foreseeable future.

On April 19, 2011, we closed our IPO of 11,136,726 shares of common stock at an offering price of $18.00 per share, of which 6,666,667 shares were sold by us and 4,470,059 shares were sold by selling stockholders, including 1,452,617 shares pursuant to the underwriters option to purchase additional shares, resulting in net proceeds to us of approximately $111.6 million, after deducting underwriting discounts. Upon the closing of the IPO, we used $51.4 million of the proceeds to repay all outstanding balances including interest as of the payment date associated with the following debt:

- Loan and security agreement with Lighthouse Capital Partners VI, L.P.;
- Second loan and security agreement with Pinnacle Ventures L.L.C.;
- Third loan and security agreement with Lighthouse Capital Partners VI, L.P. and Pinnacle Ventures L.L.C.;
- Notes issued to certain former shareholders of Streetcar in connection with our acquisition; and
- Notes issued to Goldman, Sachs & Co., in connection with the 2010 Series under our ABS facility.

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In May 2011, we completed the closing of an amendment and extension of the 2010 Series. The committed aggregate principal amount of the 2010 Series is $50.0 million, of which $30.0 million was outstanding as of December 31, 2012. The amended and extended 2010 Series has a revolving period of one year, with an amortization period of an additional two years and an interest rate 2.0% per annum above the 30-day commercial paper conduit interest rates in addition to 1.0% per annum on the undrawn portion. Additionally, on December 29, 2011, ZVF issued the 2011 Series in the principal amount of $50.0 million. The 2011 Series has a revolving period of one year followed by an amortization period of two years and an interest rate 2.0% per annum above the cost of funds which approximates the 30-day commercial paper rate payable to conduit investors in addition to up to 0.85% per annum on the undrawn portion. As of December 31, 2012, $47.0 was outstanding under the 2011 Series. We expect to continue to use the ABS facility to purchase vehicles.

	Year Ended December 31,		
	2012	**2011**	**2010**
		(in thousands)	
Condensed cash flows			
Net loss	$ 14,187	$ (7,148)	$ (14,121)
Non-cash adjustments	39,555	39,374	17,776
Changes in working capital	16,983	2,725	9,555
Net cash provided by operating activities, net of acquisition	70,725	34,951	13,210
Purchases of available-for-sale securities	(33,514)	(51,665)	
Proceeds from sale of available-for-sale securities	33,495	12,955	
Increase in restricted cash	(8,123)	(3,261)	1,395
Proceeds from sale of property and equipment	42,127	14,695	8,424
Purchases of property and equipment	(108,789)	(60,520)	(42,376)
Cash paid in business combination, net of transaction costs	(2,967)		(7,735)
Investment in equity method investee	(8,700)		
Other	(1,456)	154	(285)
Net cash used in investing activities	(87,927)	(87,642)	(40,577)
Proceeds from issuance of debt, net of debt issuance costs	47,924	32,682	51,456
Payments of principal under notes payable, capital lease obligations and other debt	(48,609)	(76,656)	(21,623)
Proceeds from issuance of restricted stock		2,500	
Proceeds from issuance of common stock in connection with initial public offering		109,769	
Proceeds from sale of Series G Preferred Stock, net of costs			20,935
Other	1,598	3,345	298
Net cash provided by financing activities	913	71,640	51,066
Effect of exchange rate changes on cash and cash equivalents	(114)	(296)	78
Net (decrease) increase in cash and cash equivalents	(16,403)	18,653	23,777
Cash and cash equivalents			
Beginning of period	61,658	43,005	19,228
End of period	$ 45,255	$ 61,658	$ 43,005

Operating activities:

Net cash provided by operating activities was $70.7 million in 2012 primarily due to net income after non-cash adjustments and favorable changes in working capital. Net income after non-cash adjustments was $53.7 million excluding items such as depreciation, amortization, stock-based compensation, loss on disposal of fixed assets, and other items totaling $39.6 million. Favorable changes in operating assets and liabilities of $17.0 million primarily relate to increases to liabilities and accrued expenses associated with costs related to our operation as a public company as well as the reversal of a temporary increase in accounts receivable in December

2011 associated with integration of Streetcar members to the Zipcar system in addition to a decrease in other assets associated with $2.5 million received from the sale of ZEV credits due to us in the fourth quarter of 2011 and an increase in deferred revenue during 2012 as a result of an increase in our membership base.

Net cash provided by operating activities was $35.0 million in 2011 primarily due to net income after non-cash adjustments and favorable changes in working capital. Net income after non-cash adjustments was $32.2 million excluding items such as depreciation, amortization, loss on disposal of fixed assets, stock-based compensation, accretion of warrants, and other items totaling $39.4 million. Favorable changes in operating assets and liabilities of $2.7 million primarily relate to increases to liabilities and accrued expenses due to increasing costs associated with labor and employee-related expenses and costs related to our operation as a public company as well as to an increase in deferred revenue during 2011 as a result of an increase in our membership base by over 132,000 offset by a temporary increase in accounts receivable associated with integration of Streetcar members to the Zipcar system as well as an increase in other assets associated with amounts due to us related to the sale of ZEV credits in the fourth quarter.

Net cash provided by operating activities was $13.2 million in 2010 primarily due to net income after non-cash adjustments and favorable changes in working capital. Net income after non-cash adjustments was $3.7 million excluding non-cash items such as depreciation, amortization, accretion of warrants, stock-based compensation and other items totaling $17.8 million. Net income after non-cash adjustments includes $1.2 million of other income associated with the sale of certain ZEV credits. Favorable changes in operating assets and liabilities of $9.6 million primarily relate to increases to liabilities and accrued expenses due to costs associated with labor and employee-related expenses, professional fees related to the CC s review of the Streetcar acquisition, and costs resulting from a larger fleet of vehicles. Favorable change from 2010 to 2011 was also due to an increase in deferred revenue during 2012 as a result of an increase in our membership base by over 117,000 in the same period, excluding members acquired through the Streetcar acquisition.

Investing activities:

Cash used in investing activities in 2012 of $87.9 million was principally due to purchases of property and equipment of $108.8 million primarily under the ABS facility, our $8.7 million investment in Wheelz, purchases of marketable securities of $33.5 million, an increase in restricted cash of $8.1 million, and cash paid in business combinations of $3.0 million, partially offset by proceeds from the sale of marketable securities of $33.5 million and proceeds from the sale of property and equipment of $42.1 million. The property and equipment purchases were primarily for incremental and replacement vehicles and in-car equipment to support increased reservations from our growing membership base.

Cash used in investing activities in 2011 of $87.6 million was principally due to purchases of property and equipment of $60.5 million primarily under the ABS facility, purchases of marketable securities of $51.7 million and an increase in restricted cash of $3.3 million, partially offset by proceeds from the sale of property and equipment of $14.9 million. The property and equipment purchases were primarily for incremental and replacement vehicles and in-car equipment to support increased reservations from our growing membership base.

Cash used in investing activities in 2010 of $40.6 million was primarily due to purchases of property and equipment of $42.4 million under the ABS facility and cash paid for the acquisition of Streetcar of $7.7 million, partially offset by proceeds from the sale of property and equipment of $8.4 million and a decrease in restricted cash of $1.4 million.

Financing activities:

Cash provided by financing activities during 2012 of $0.9 million was due to the issuance of debt under our ABS facility of $48.0 million and proceeds from the exercise of stock options and warrants of $1.6 million offset by principal payments associated with capital lease obligations and the repayment and retirement of debt obligations of $48.6 million.

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Cash provided by financing activities in 2011 of $71.6 million was due to net proceeds from the IPO of $109.8 million, the issuance of debt under the 2010 Series of the ABS facility of $32.7 million, proceeds from the exercise of stock options and warrants as well as the issuance of restricted stock of $5.8 million, partially offset by principal payments associated with capital lease obligations and the repayment and retirement of debt obligations of $76.7 million.

Cash provided by financing activities of $51.1 million in 2010 was due to proceeds from the issuance of debt under our loan and security agreements with two financial institutions, which provided for up to $20 million in term loans, and under the ABS facility, net of costs, as well as the issuance of our Series G redeemable convertible preferred stock, partially offset by principal payments associated with capital lease obligations and other debt obligations.

Our future capital requirements may vary materially and will depend on many factors, including, but not limited to, our expansion into new markets, availability and cost of financing for our vehicles, our pricing and fee structure, the levels of marketing and promotion costs required to increase our membership base, the expansion of our sales, support and marketing organizations, the establishment of additional domestic and international offices, and other costs necessary to support our growth and operations.

Off-Balance Sheet Arrangements

We do not engage in any off-balance sheet activities. We do not have any off-balance sheet interest in variable interest entities, which include special purpose entities and other structured finance entities.

Contractual Obligations

The following table summarizes our contractual obligations at December 31, 2012 and the effect such obligations are expected to have on our liquidity and cash flow in the future periods.

		Payments Due by Period			
	Total	Less than 1 Year	1-3 Years *(in thousands)*	3-5 Years	More than 5 Years
Operating leases	$ 28,592	$ 5,034	$ 6,631	$ 5,188	$ 11,739
Capital leases	32,140	14,431	17,329	380	
Debt	77,000		77,000		
Total	$ 137,732	$ 19,465	$ 100,960	$ 5,568	$ 11,739

We lease our office spaces for our corporate location in Cambridge, Massachusetts and also for our local operations in various cities under noncancelable lease agreements. In November 2012, we entered into a lease for office space in Boston, Massachusetts. This lease expires on December 31, 2023 and we have the option to extend the lease for two additional five-year periods. We intend to move our corporate headquarters from 25 First Street, Cambridge, Massachusetts to 35 Thomson Place, Boston, Massachusetts during the first half of 2013. We also lease vehicles under noncancelable lease agreements, generally with one-year commitments.

Under the terms of certain operating and capital leases, we guarantee the residual value of the vehicle at the end of the lease. If the wholesale fair market value of the vehicle is less than the guaranteed residual value at the end of the lease, we pay the lessor the difference. If the wholesale fair market value is greater than the guaranteed residual value, that difference will be paid to us. We believe that, based on current market conditions, the average wholesale value of the vehicles at the end of lease term will equal or exceed the average guaranteed residual value, and therefore we have not recorded a liability related to these guaranteed residual values.

New Accounting Guidance

Effective January 1, 2012, we retrospectively adopted ASU 2011-05, Comprehensive Income: Presentation of Comprehensive Income , or ASU 2011-05, authoritative guidance which allows an entity the option to present

the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. Additionally, in December 2011, the FASB issued ASU 2011-12 Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 to defer the new requirement under ASU 2011-05 to present components of reclassifications of other comprehensive income on the face of the income statement. The adoption of this guidance did not have a material effect on our consolidated financial statements.

Effective January 1, 2012, we adopted ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards, or IFRS , which is intended to result in convergence between GAAP and IFRS requirements for measurement of, and disclosures about, fair value. The new standard clarifies or changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. The adoption of this ASU did not have a material effect on our consolidated financial statements.

Item 7A. ***Quantitative and Qualitative Disclosures about Market Risk***

In the normal course of business, we are exposed to market risks, including changes in interest rate risk, foreign currency risk, and to a lesser degree, credit risk. We manage these risks through our normal financing and operating activities as well as through hedging instruments. We may also face additional exchange rate risk in the future as we expand our business internationally.

Interest Rate & Credit Risk. We are exposed to changes in interest rates in the normal course of our business as a result of our ongoing investing and financing activities, which affect our debt as well as our cash, cash equivalents and marketable securities and the fair value of those investments. At December 31, 2012, we had unrestricted cash, cash equivalents and marketable securities totaling $83.8 million. These amounts were held for working capital purposes and capital expenditures and were invested primarily in government-backed securities. We do not enter into investments for trading or speculative purposes.

Our investment policy and strategy are focused on preservation of capital and supporting our liquidity requirements while generating favorable yields under current market conditions. A portion of our cash and investments are managed by external managers within the guidelines of our investment policy.

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. Our investment policy requires investments to be U.S. Treasury securities, overnight sweep bank deposits, securities of Federal Agencies and money market investments backed by U.S. Government securities with the objective of minimizing the potential risk of principal loss. All highly liquid investments with initial maturities of three months or less at the date of purchase are classified as cash equivalents. Our marketable securities have been classified and accounted for as available-for-sale. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the available-for-sale designations as of each balance sheet date. We classify our marketable securities as either short-term or long-term based on each instrument s underlying contractual maturity date. Marketable securities with maturities of 12 months or less are classified as short-term and marketable securities with maturities greater than 12 months are classified as long-term. We may sell certain of our marketable securities prior to their stated maturities for strategic reasons including, but not limited to anticipation of credit deterioration and duration management. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates.

Our debt as of December 31, 2012 comprised ABS debt and capital leases, which totaled $77.0 million. The carrying value of our debt approximated fair value based on the underlying terms and characteristics of those instruments. Substantially all of our capital leases as of December 31, 2012 carry interest at a variable rate. Our ABS debt carries interest at a variable rate and we have entered into an associated interest rate swap agreement to mitigate related interest rate exposure. We did not have any other debt outstanding in which fluctuations in the interest rates would impact us. A 10% increase in the variable interest rates in 2012 would have resulted in $0.3 million of additional interest expense in 2012.

We are exposed to concentrations of credit risk in cash and cash equivalents. Cash and cash equivalents are placed with major financial institutions with high quality credit ratings. The amount placed with any one institution is limited by policy

Foreign Exchange Risk. We are exposed to foreign currency exchange rate risk inherent in revenues, cost, net income and assets and liabilities denominated in currencies other than the U.S. dollar, principally the British pound sterling, the Euro and the Canadian dollar. The potential change in foreign currency exchange rates, principally the British pound sterling, could impact us. A 10% hypothetical change in the British pound sterling, the Euro and the Canadian dollar during 2012 would have resulted in a change of $1.0 million to our net income. Assets and liabilities associated with our U.K., Spain, Austria and Canada subsidiaries are translated to U.S. dollars at current rates of exchange in effect at the balance sheet date. The resulting gains and losses from translation are included as a component of accumulated other comprehensive income (loss) on the balance sheet. Fluctuations in exchange rates can materially impact the carrying value of our assets and liabilities. A 10% hypothetical change in the British pound sterling and the Canadian dollar as of December 31, 2012 would have resulted in a change of approximately $9.5 million to our assets and a change of approximately $4.8 million to our liabilities. We view our investment in these foreign operations as long-term and, therefore, in the periods presented we have not entered into any derivative transactions to mitigate the currency effect on our operating results. We have no intention of hedging our foreign exchange risk at this time; however, such exposure to foreign currency exchange rate fluctuations in the future will be evaluated on an ongoing basis. We do not enter into derivatives for trading or other speculative purposes.

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Item 8. ***Financial Statements and Supplementary Data***

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements:

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Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of

Zipcar, Inc.

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Zipcar, Inc. and its subsidiaries at December 31, 2012 and December 31, 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company s internal control over financial reporting based on our audits (which was an integrated audit in 2012). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

March 4, 2013

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Zipcar, Inc.

Consolidated Balance Sheets

	December 31, 2012	2011
	(in thousands, except share and per share data)	
Assets		
Current assets		
Cash and cash equivalents	$ 45,255	$ 61,658
Short-term marketable securities	22,238	24,788
Accounts receivable, net of allowance for doubtful accounts of $956 and $738 as of December 31, 2012 and 2011, respectively	6,613	7,452
Restricted cash	2,253	381
Deferred tax asset, net	3,953	
Prepaid expenses and other current assets	13,728	13,665
Total current assets	94,040	107,944
Long-term marketable securities	16,258	13,809
Property and equipment, net	159,350	103,789
Goodwill	107,523	99,696
Intangible assets	2,887	4,754
Restricted cash	13,532	7,277
Noncurrent deferred tax asset	7,021	
Deposits and other noncurrent assets	16,682	7,269
Total assets	$ 417,293	$ 344,538
Liabilities and Equity		
Current liabilities		
Accounts payable	$ 6,472	$ 6,069
Accrued expenses	26,223	20,003
Deferred revenue	21,182	19,369
Current portion of capital lease obligations and other debt	14,424	11,367
Total current liabilities	68,301	56,808
Capital lease obligations and other debt, net of current portion	94,716	58,908
Deferred revenue, net of current portion	4,925	4,659
Other liabilities	778	2,313
Total liabilities	168,720	122,688
Commitments and contingencies (Note 11)		
Redeemable non-controlling interest	1,073	400
Stockholders equity:		
Preferred stock, $0.001 par value: 10,000,000 shares authorized at December 31, 2012 and 2011; 0 shares issued and outstanding at December 31, 2012 and 2011		
Common stock, $0.001 par value: 500,000,000 shares authorized at December 31, 2012 and 2011; 40,121,660 and 39,655,840 shares issued and outstanding at December 31, 2012 and 2011, respectively	40	40
Additional paid-in capital	302,635	294,107
Accumulated deficit	(57,975)	(72,651)
Accumulated other comprehensive income (loss)	2,800	(46)
Total stockholders equity	247,500	221,450

Total liabilities and equity	$ 417,293	$ 344,538

The accompanying notes are an integral part of these consolidated financial statements.

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Zipcar, Inc.

Consolidated Statements of Operations

	Year Ended December 31, 2012	2011	2010
	(in thousands, except share and per share data)		
Revenue	$ 278,868	$ 241,649	$ 186,101
Cost and expenses			
Fleet operations	173,613	159,185	122,634
Member services and fulfillment	20,007	19,460	15,114
Research and development	4,522	3,948	3,170
Selling, general and administrative	71,558	57,117	49,172
Amortization of acquired intangible assets	3,070	3,892	3,414
Total operating expenses	272,770	243,602	193,504
Income (loss) from operations	6,098	(1,953)	(7,403)
Other income (expense)			
Interest income	367	128	47
Interest expense	(4,385)	(8,634)	(8,185)
Other, net	1,170	3,041	1,731
Income (loss) before income taxes	3,250	(7,418)	(13,810)
Provision (benefit) for income taxes	(10,937)	(270)	311
Net income (loss)	14,187	(7,148)	(14,121)
Less: net (income) loss attributable to redeemable noncontrolling interest	489	(4)	(4)
Net income (loss) attributable to Zipcar, Inc.	$ 14,676	$ (7,152)	$ (14,125)
Net income (loss) attributable to common stockholders per share:			
Basic	$ 0.37	$ (0.24)	$ (2.74)
Diluted	$ 0.35	$ (0.24)	$ (2.74)
Weighted average number of common shares outstanding used in computing per share amounts:			
Basic	39,852,035	29,379,940	5,148,559
Diluted	41,545,494	29,379,940	5,148,559

The accompanying notes are an integral part of these consolidated financial statements.

Zipcar, Inc.

Consolidated Statements of Comprehensive Income

	Year Ended December 31,		
	2012	2011	2010
		(in thousands)	
Net income (loss)	$ 14,187	$ (7,148)	$ (14,121)
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	2,834	(468)	717
Unrealized gains (losses) on available for sale securities	12	(4)	
Other comprehensive income (loss), net of tax	2,846	(472)	717
Comprehensive income (loss)	17,033	(7,620)	(13,404)
Less: comprehensive (income) loss attributable to noncontrolling interest	489	(4)	(4)
Comprehensive income (loss) attributable to Zipcar, Inc.	$ 17,522	$ (7,624)	$ (13,408)

The accompanying notes are an integral part of these consolidated financial statements.

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Zipcar, Inc.

Consolidated Statements of Redeemable Non-controlling Interest, Redeemable Convertible Preferred Stock and Stockholders Deficit

(in thousands, except share and per share data)	Redeemable Non-controlling Interest	Series A, B C,D,E,F,and G Redeemable Convertible Preferred Stock Shares	Value	Common Stock Shares	Value	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders Deficit
Balance at December 31, 2009	$ 111	46,581,013	$ 95,715	2,212,369	$ 2	$ 4,019	$ (291)	$ (51,093)	$ (47,363)
Issuance of common stock and warrants in connection with a business combination				4,092,771	4	50,732			50,736
Issuance of Series G redeemable convertible preferred stock, net of offering costs		2,759,527	20,935						
Exercise of options and warrants to purchase preferred and common stock		9,908	33	110,296		265			265
Stock-based compensation						2,774			2,774
Issuance of warrants to purchase common stock						1,857			1,857
Accretion of redeemable non-controlling interest to redemption value	162							(162)	(162)
Cumulative currency translation adjustments							717		717
Net loss	4							(14,125)	(14,125)
Balance at December 31, 2010	277	49,350,448	116,683	6,415,436	6	59,647	426	(65,380)	(5,301)
Issuance of common stock in connection with initial public offering, net of offering costs				6,666,667	7	108,271			108,278
Exercise of options and warrants to purchase common stock				1,308,028	1	3,344			3,345
Stock-based compensation						4,148			4,148
Issuance of restricted common stock				173,370		937			937
Conversion of Series F warrants to warrants to purchase common stock						1,202			1,202
Conversion of preferred stock and warrants to common stock		(49,350,448)	(116,683)	25,097,901	26	116,657			116,683
Accretion of redeemable non-controlling interest to redemption value	119							(119)	(119)
Return of common stock held in escrow in connection with a business combination				(5,562)		(99)			(99)
Cumulative currency translation adjustments							(468)		(468)
Unrealized gains(losses) on available for sale securities							(4)		(4)
Net loss	4							(7,152)	(7,152)
Balance at December 31, 2011	400			39,655,840	40	294,107	(46)	(72,651)	221,450
Exercise of options and warrants to purchase common stock				465,820		1,598			1,598
Stock-based compensation						5,681			5,681
Restricted common stock						1,249			1,249
Redemption of non-controlling interest	(400)								
Acquisition of redeemable non-controlling interest	1,548								
Cumulative currency translation adjustments	14						2,834		2,834
Unrealized gains(losses) on available for sale securities							12		12
Net income (loss)	(489)							14,676	14,676
Balance at December 31, 2012	$ 1,073		$	$ 40,121,660	$ 40	$ 302,635	$ 2,800	$ (57,975)	$ 247,500

The accompanying notes are an integral part of these consolidated financial statements.

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Zipcar, Inc.

Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2012	2011	2010
		(in thousands)	
Cash flows from operating activities			
Net income (loss)	$ 14,187	$ (7,148)	$ (14,121)
Adjustments to reconcile net income (loss) to net cash provided by operating activities, net of acquisition			
Depreciation and amortization	41,253	29,140	13,602
Amortization & accretion of debt related warrants and costs		1,566	1,274
Amortization & accretion of marketable securities	106	52	
Stock-based compensation expense	5,561	4,108	2,774
Deferred income taxes	(10,974)		
Loss on disposal of fixed assets	2,284	3,883	48
Redeemable convertible preferred stock warrant adjustment to fair value		724	78
Loss from equity method investments	1,325		
Other noncash (income) expense		(99)	
Changes in operating assets and liabilities			
Accounts receivable	1,710	(3,303)	(516)
Prepaid expenses and other assets	4,860	(4,750)	(3,776)
Accounts payable	160	(202)	891
Accrued expenses	8,400	4,760	8,000
Deferred revenue	1,853	6,220	4,956
Net cash provided by operating activities, net of acquisition	70,725	34,951	13,210
Cash flows from investing activities			
(Decrease) increase in deposits	(1,056)	154	(285)
Purchases of available-for-sale securities	(33,514)	(51,665)	
Proceeds from sale of available-for-sale securities	33,495	12,955	
(Increase) decrease in restricted cash	(8,123)	(3,261)	1,395
Cash paid in business combination, net of transaction costs	(2,967)		(7,735)
Payments to acquire additional interest in subsidiaries	(400)		
Investment in equity method investee	(8,700)		
Proceeds from sale of property and equipment	42,127	14,695	8,424
Purchases of property and equipment	(108,789)	(60,520)	(42,376)
Net cash used in investing activities	(87,927)	(87,642)	(40,577)
Cash flows from financing activities			
Proceeds from issuance of debt, net of debt issuance costs	47,924	32,682	51,456
Proceeds from exercise of stock options and warrants	1,598	3,345	298
Proceeds from issuance of restricted stock		2,500	
Proceeds from issuance of common stock in connection with initial public offering, net of issuance costs of $1,831		109,769	
Proceeds from sale of Series G Preferred Stock, net of costs			20,935
Payments of principal under notes payable, capital lease obligations and other debt	(48,609)	(76,656)	(21,623)
Net cash provided by financing activities	913	71,640	51,066
Effect of exchange rate changes on cash and cash equivalents	(114)	(296)	78

Net (decrease) increase in cash and cash equivalents	(16,403)	18,653	23,777
Cash and cash equivalents			
Beginning of period	61,658	43,005	19,228
End of period	$ 45,255	$ 61,658	$ 43,005
Supplemental cash flow information			
Cash paid for interest	$ 3,132	$ 7,108	$ 6,347
Cash paid for taxes	$ 300	$ 258	$ 301
Noncash investing and financing activities			
Assets acquired under capital leases	$ 29,010	$ 18,976	$ 15,088
Return of guaranteed residual value of expired leases	$	$ (1)	$ (1,472)
Issuance of note in connection with business combination	$	$	$ 5,000
Issuance of note in connection with insurance premium	$ 4,660	$	$
Issuance of common stock and warrants to purchase common stock in connection with business combination	$	$ (99)	$ 50,736

The accompanying notes are an integral part of these consolidated financial statements.

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Zipcar, Inc.

Notes to Consolidated Financial Statements

(in thousands, except share and per share amounts)

1. Basis of Presentation

Nature of the Business. Zipcar, Inc. (Zipcar or the Company), a Delaware corporation, and its subsidiaries comprise a membership organization that provides self-service vehicle use by the hour or by the day. The Company places vehicles in convenient parking spaces throughout major metropolitan areas and universities in North America and in Europe. Through the use of the Company s proprietary software, members are able to reserve vehicles online, through a wireless mobile device or by phone, access the vehicle with an electronic pass card or mobile device, and receive automatic billings to their credit card.

On April 19, 2011, the Company closed its initial public offering(IPO), of 11,136,726 shares of common stock at an offering price of $18.00 per share, of which 6,666,667 shares were sold by the Company and 4,470,059 shares were sold by selling stockholders, including 1,452,617 shares pursuant to the underwriters option to purchase additional shares. Net proceeds to the Company were approximately $108,278, after deducting underwriting discounts and expenses. Upon the closing of the IPO, the Company used $51,358 of the proceeds to repay all outstanding balances including interest as of the payment date associated with certain debt balances.

Reverse Stock Split. On March 23, 2011, the board of directors of the Company and the stockholders of the Company approved a 1-for-2 reverse stock split of the Company s outstanding common stock, which was effected on March 29, 2011. All references to shares in the financial statements and the accompanying notes, including but not limited to the number of shares and per share amounts, unless otherwise noted, have been adjusted to reflect the stock split retroactively. Previously awarded options and warrants to purchase shares of the Company s common stock have also been retroactively adjusted to reflect the stock split.

Merger Agreement. On December 31, 2012, the Company, Avis Budget Group, Inc. (Avis Budget) and Millennium Acquisition Sub, Inc., a wholly-owned subsidiary of Avis Budget (Merger Sub) entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which, on the terms and subject to the conditions set forth in the Merger Agreement, Avis Budget agreed to acquire all of the outstanding shares of the Company for $12.25 per share in cash, without interest, and pursuant to which Merger Sub will be merged with and into the Company with the Company continuing as the surviving corporation and a wholly-owned subsidiary of Avis Budget (the Merger).

On the terms and subject to the conditions set forth in the Merger Agreement, which has been unanimously approved by the Company s Board of Directors, at the effective time of the Merger (the Effective Time), and as a result thereof, each share of the Company s common stock that is issued and outstanding immediately prior to the Effective Time (other than the Company s common stock owned by Avis Budget, Merger Sub or any of their respective subsidiaries, or by the Company or any subsidiary of the Company, which will be canceled without payment of any consideration, and shares of the Company common stock for which appraisal rights have been validly exercised and not withdrawn) will be converted into the right to receive $12.25 in cash, without interest (the Merger Consideration). Each outstanding option to purchase the Company s common stock will be accelerated, become fully vested and be cancelled prior to the Effective Time and each holder of an option will be entitled to receive, in cash, the amount by which the Merger Consideration exceeds the exercise price of such option multiplied by the number of shares of common stock subject to such option. Each outstanding warrant to purchase or otherwise acquire the Company s common stock will be accelerated, become fully vested and be cancelled at the Effective Time and each holder of a warrant will be entitled to receive, in cash, the amount by which the Merger Consideration exceeds the exercise price of such warrant multiplied by the number of shares of the Company s common stock subject to such warrant.

Consummation of the Merger is subject to customary conditions, including (i) adoption of the Merger Agreement by the holders of a majority of the outstanding shares of the Company s common stock, (ii) the absence of any law or order prohibiting the consummation of the Merger, (iii) review of the Merger by the UK competition authorities and compliance with any other applicable antitrust or competition laws or regulations, and (iv) the absence of a material adverse effect with respect to the Company. The consummation of the Merger is not subject to a financing condition.

The Merger Agreement contains certain termination rights for both Avis Budget and the Company, and further provides that, upon termination of the Merger Agreement in certain circumstances, the Company would be required to pay Avis Budget a termination fee of $16,807.

A special meeting of Zipcar stockholders is scheduled for March 7, 2013 to consider and vote upon adoption of the Merger Agreement.

2. *Summary of Significant Accounting Policies*

Principles of Consolidation. The consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates. The preparation of the financial statements in conformity with Generally Accepted Accounting Principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates these estimates and judgments, including those related to revenue recognition, depreciation, stock-based compensation, software development costs, valuation of long-lived and intangible assets, including goodwill, acquisition accounting, valuation of marketable securities and income taxes. The Company bases these estimates on historical and anticipated results and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities and recorded revenue and expenses. Actual results could differ from those estimates.

Foreign Currency. The financial statements of the Company s foreign subsidiaries are measured using the local currency as the functional currency. Accordingly, monetary accounts maintained in currencies other than the U.S. Dollar are remeasured in U.S. Dollars in accordance with authoritative guidance. Assets and liabilities of these subsidiaries are translated at exchange rates as of the balance sheet date. Revenues and expenses are translated at average exchange rates in effect during the year. The resulting cumulative translation adjustments have been recorded in the other comprehensive income component of stockholders equity. Realized foreign currency transaction gains and losses were not material to the consolidated financial statements.

Fair Value Recognition, Measurement and Disclosure. The Company measures fair value of assets and liabilities and discloses the sources for such fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Under applicable accounting guidance, a fair value hierarchy is based on three levels of inputs, of which the first two are considered observable and the last is considered unobservable, that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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The Company s cash and cash equivalents of $45,255 and $61,658 and restricted cash of $15,785 and $7,658 as of December 31, 2012 and 2011, respectively, are carried at fair value based on quoted market prices, which is a Level 1 measurement in the hierarchy of fair value measurements. Short-term and long-term marketable securities of $38,496 and $38,597 at December 31, 2012 and 2011, respectively, are carried at fair value also based on Level 1 inputs described above. The Company s interest rate caps entered into in March 2012 and May 2012 were $16 at December 31, 2012 and carried at fair value based on Level 2 inputs. The change in fair value of the interest rate caps was a net decrease of $110 for the year ended December 31, 2012. Management believes that the Company s debt obligations approximate fair value based on the terms and characteristics of those instruments using Level 3 inputs. The carrying value of long-term debt approximates fair value as the debt bears variable interest rates that will fluctuate as changes occur in certain benchmark interest rates such as the 30-day commercial paper conduit interest rate. The non-controlling interest associated with Avancar is also valued using Level 3 inputs. Since there has been no change in fair value due to the cumulative losses of Avancar, there is no accretion to redemption value as of December 31, 2012.

Derivatives and Financial Instruments. The Company entered into interest rate caps to hedge interest rate exposures related to its variable funding notes. These instruments, which do not meet the requirements for hedge accounting, are carried as assets and marked to market at each reporting period with the change in fair value recorded in other, net within other income (expense).

Equity Investment. In 2012, the Company made an equity investment in a private company accounted for under the equity method. The equity method is used to account an investment in other associated entities where the Company has significant influence, generally representing equity ownership of at least 20% and not more than 50%. Under this method, the investment, originally recorded at cost, is adjusted to recognize the Company s share of net earnings or losses of the affiliate as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. The Company periodically reviews the carrying value of its investment to determine if circumstances exist indicating impairment to the carrying value of the investment. If impairment is indicated, an adjustment will be made to the carrying value of the investment. The Company does not believe that there are any facts or circumstances indicating impairment in the carrying value of its investment.

Cash, Cash Equivalents and Cash Flows. The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents. Cash equivalents are stated at cost, which approximates fair value.

Restricted Cash. As of December 31, 2012 and 2011, there was $15,785 and $7,658, respectively, of cash that was restricted from withdrawal and held by banks including as pledged accounts to guarantee the Company s letters of credit issued principally to secure certain vehicle leases or as collateral enhancement for Zipcar Vehicle Financing LLC, or ZVF, as well as pledged for insurance policies. The letters of credit automatically renew annually and support irrevocable standby letters of credit issued to vehicle leasing companies.

Property and Equipment. Property and equipment are stated at cost and depreciated to their estimated residual value over their estimated useful lives. When assets are retired or otherwise disposed of, the assets and related accumulated depreciation are relieved from the accounts and the resulting gains or losses are included in operating income in the consolidated statements of operations. Repairs and maintenance costs are expensed as incurred. Depreciation is provided using the straight-line method over the following estimated useful lives:

Vehicles	1-3 years
In-car electronic equipment	3 years
Office and computer equipment	3 years
Software	3 years
Leasehold improvements	Lesser of useful life or lease term

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Owned vehicles and vehicles held under capital leases are capitalized as part of property and equipment and depreciated over their expected useful lives to estimated residual value. The initial cost of the vehicle recorded is net of incentives and allowances from manufactures. The Company estimates what the residual values of these vehicles will be at the expected time of disposal to determine monthly depreciation rates. The estimation of residual values requires the Company to make assumptions regarding the age and mileage of the car at the time of disposal, as well as expected used vehicle auction market conditions. The Company reevaluates estimated residual values periodically and adjusts depreciation rates as appropriate. Differences between actual residual values and those estimated result in a gain or loss on disposal and are recorded as part of fleet operations at the time of sale. Actual timing of disposal either shorter or longer than the life used for depreciation purposes could result in a loss or gain on sale.

Leases. The Company leases certain of its vehicles under noncancelable operating lease agreements (generally one-year commitments on the part of the Company). The Company also leases vehicles under various capital leases generally with a 36-month stated term. Under the terms of the leases, the Company guarantees the residual value of the vehicle at the end of the lease. If the wholesale fair value of the vehicle is less than the guaranteed residual value at the end of the lease, the Company will pay the lessor the difference. If the wholesale fair value is greater than the guaranteed residual value, that difference will be paid to the Company. The Company believes that, based on current market conditions, the average wholesale value of the vehicles at the end of their lease term will equal or exceed the average guaranteed residual value, and therefore has not recorded a liability related to guaranteed residual values.

Income Taxes. Deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the tax rates anticipated to be in effect when such differences reverse. A valuation allowance is provided if, based on currently available evidence, it is more likely than not that some or all of the deferred tax assets may not be realized. The Company applies the authoritative guidance in accounting for uncertainty in income taxes recognized in the financial statements. This guidance prescribes a two-step process to determine the amount of tax benefit to be recognized. First, the tax position must be evaluated to determine the likelihood that it will be sustained upon external examination. If the tax position is deemed more-likely-than-not to be sustained, the tax position is then assessed to determine the amount of benefit to recognize in the financial statements. The amount of the benefit that may be recognized is the largest amount that has a greater than 50% likelihood of being realized upon ultimate settlement.

Concentrations of Risk and Accounts Receivable. Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company s accounts receivable primarily consist of members credit cards and of business accounts with credit terms. The Company records reserves against its accounts receivable balance using an allowance for doubtful accounts. Increases and decreases in the allowance for doubtful accounts are included as a component of general and administrative expenses.

The activity in the allowance for doubtful accounts for the years ended December 31, 2012, 2011 and 2010 is as follows:

	Year Ended December 31,		
	2012	**2011**	**2010**
Beginning balance	$ 738	$ 541	$ 319
Provision	3,910	2,889	2,177
Write-offs and adjustments	(3,692)	(2,692)	(1,955)
Ending balance	$ 956	$ 738	$ 541

At December 31, 2012 and 2011, the Company had substantially all cash and cash equivalent balances at certain financial institutions in excess of federally insured limits. Cash and cash equivalent balances held outside the United States are not covered by federal insurance. The Company, however, maintains its cash and cash equivalent balances with accredited financial institutions.

The Company depends on third-party service providers to deliver its services to its members. In particular, the Company relies on a limited number of data center facilities, which are located in the United States and the United Kingdom, and a U.S.-based third-party support service provider to handle most of its routine member support calls. If these third-party service providers terminate, or do not provide an adequate level of service to the Company s members, it would be disruptive to its business as it seeks to replace the service provider or remedy the inadequate level of service.

For the years ended December 31, 2012, 2011 and 2010, there was no customer that accounted for more than 10% of total revenue.

Long-Lived Assets. The Company reviews long-lived assets for impairment whenever events or changes in circumstances, such as service discontinuance or technological obsolescence, indicate that the carrying amount of the long-lived asset may not be recoverable. When such events occur, the Company compares the carrying amount of the asset to the undiscounted expected future cash flows related to the asset. If the comparison indicates that an impairment is present, the amount of the impairment is calculated as the difference between the excess of the carrying amount over the fair value of the asset. If a readily determinable market price does not exist, fair value is estimated using discounted expected cash flows attributable to the asset.

Goodwill and Acquired Intangible Assets. The Company tests goodwill for impairment at least annually. The Company reviews goodwill for impairment on the last day of its fiscal year and whenever events or changes in circumstances indicate that the carrying amount of this asset may exceed its fair value. The assessment is performed at the reporting unit level. The Company first assesses qualitative factors to determine whether it is necessary to perform the two-step goodwill impairment test. If determined to be necessary, the two-step impairment test is used to identify potential goodwill impairment.

The Company has determined that it has five reporting units: United States of America, United Kingdom, Canada, Spain and Austria.

The fair value of the Company s U.S. reporting unit, which carries approximately $41,871 in goodwill associated with the Flexcar acquisition, was assessed for impairment using a qualitative analysis examining key events and circumstances affecting fair value, such as budget-to-actual performance and consistency of operating margins, growth in new members and revenue as well as year over year profitability and overall change in the economic environment and determined it is more likely than not that the reporting unit s fair value is greater than its carrying amount. As such, no further analysis was required for purposes of testing the U.S. reporting unit s goodwill for impairment.

For the Company s UK reporting unit, which carries approximately $60,440 in goodwill associated with the Streetcar acquisition, the Company bypassed qualitative analysis based upon the results of our 2011 annual impairment test and assessed goodwill for impairment using the two step model. The process of evaluating goodwill for impairment under the two step model involves the determination of the fair value of the reporting units. The fair value of the reporting units is determined in part by using a discounted future cash flow method, which involves applying appropriate discount rates to estimated cash flows including terminal value that are based on forecasts of revenue, costs and capital requirements. The Company estimated future revenue growth for the UK reporting unit based on a number of key assumptions, including membership growth, frequency of reservations per member, duration of trips, pricing for existing markets and entry into new markets. The cost structure assumptions were based on historic trends, modified for inflation and nonrecurring items, and expected operational efficiencies. The estimated terminal value was calculated using the Two-Stage Growth model. The cash flows employed in the discounted cash flow analysis are based on the Company s most recent financial plan and various growth rates have been assumed for years beyond the current financial plan period. The Company used a discount rate in the analysis that was deemed to be commensurate with the underlying uncertainties associated with achieving the estimated cash flows projected. The fair value determination also includes using a guideline public company method in which the reporting unit is compared to publicly traded companies in the industry group. The companies used for comparison under the guideline public company method were selected based on a number of factors, including but not limited to, the similarity of their industry, growth rate and stage of development, business model and financial risk.

Based on the analysis, the Company noted that the fair value of the UK reporting unit exceeds the carrying value by approximately 22%, indicating no goodwill impairment. As referenced above, the analysis incorporates quantitative data and qualitative criteria including new information that can change the result of the impairment test. The most significant assumptions used in the analysis are the discount rate, the terminal value and expected future revenues, gross margins and operating margins. Unfavorable trends in the membership growth, frequency of reservations per member, duration of trips and related pricing could negatively impact the revenue growth and terminal value. If the future costs are materially different from the historic cost trends or if the Company does not realize operational efficiencies as expected, the expected gross and operating margins could be negatively impacted. The Company s inability to meet expected results could increase the underlying uncertainties of future projections, thereby causing an increase in the discount rate. Accordingly, unfavorable changes to the assumptions could impact the conclusion regarding whether existing goodwill is impaired and result in a material impact on the consolidated financial position or results of operations.

The remainder of the Company s goodwill, $5,212, relates to the Spain and Austria reporting units which were acquired during 2012. As of December 31, 2012, the Company determined there were no changes in events or circumstances that indicate it is more-likely-than-not that the fair value of these reporting units have fallen below their carrying amount since the purchase price allocation and goodwill analysis was performed for Spain and Austria at acquisition in February and July 2012, respectively. Accordingly, no further analysis was required for purposes of testing the Spain and Austria reporting unit s goodwill for impairment.

Acquired intangible assets consist of identifiable intangible assets, including member relationships, parking spaces in place, tradename, non-compete agreements and reservation system resulting from the Company s acquisitions. Acquired intangible assets are initially recorded at fair value and reported net of accumulated amortization and are amortized over their estimated useful lives of up to five years based on the pattern in which the economic benefits of the intangible asset are consumed.

Internal-use Software and Website Development Costs. The Company follows authoritative guidance on development costs associated with its online reservation, tracking and reporting system. The costs incurred in the preliminary stages of development are expensed as incurred. Once a project has reached the application development stage, internal and external costs, if direct and incremental, are capitalized until the software is substantially complete and ready for its intended use. Costs related to design or maintenance of internal-use software are expensed as incurred. Upgrade and enhancements are capitalized to the extent they will result in added functionality. These capitalized costs are amortized over the expected benefit period of three years.

For the years ended December 31, 2012, 2011 and 2010, the Company capitalized $4,775, $2,070 and $1,408, respectively, of costs associated with internal-use software and website development. Amortization of such costs is recorded in fleet operation and was $1,146, $496 and $330 for the years ended December 31, 2012, 2011 and 2010, respectively.

Redeemable Convertible Preferred Stock Warrants. Prior to the completion of the IPO, the Company had warrants outstanding that related to the Company s redeemable convertible preferred stock, which were classified as a liability in accordance with authoritative guidance. The warrants were subject to re-measurement at each balance sheet date and any change in fair value was recognized as a component of other expense. Fair value was measured using the Black-Scholes option pricing model. The Company continued to adjust the liability for changes in fair value until the IPO when all the preferred stock warrants were converted into warrants to purchase common stock and, accordingly, the liability reclassified to equity.

Revenue Recognition. The Company recognizes revenue only when the following four criteria are met: price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

The Company generates revenue primarily from vehicle usage and membership fees from individuals, university students and faculty, businesses and government agencies. Vehicle usage revenues are recognized as chargeable hours are incurred. Annual membership fees are nonrefundable and are deferred and recognized ratably over the one-year period of membership. Membership application fees are recorded as deferred revenue and recognized as revenue over the average life of the member relationship, which is currently estimated to be five years. A change in our member attrition rate would increase or decrease this estimated average life. Direct and incremental costs associated with the membership application process, consisting of the cost of driving record checks and the cost of providing membership cards, are deferred and recognized as an expense over the estimated life of the member relationship. Annual damage fee waiver fees to cover the deductible costs are recorded as revenue ratably over the term of the plan. The Company charges a fee for returning the vehicles late. Such fees are recorded as revenue at the time the fee is charged, which is at the end of the reservation period. Sometimes new members are offered driving credits by the Company as an inducement to joining the Company.

These driving credits generally expire shortly after a new member joins and allow the member to operate the Company s vehicles without paying for the usage of the vehicles until the credits are exhausted. These driving credits are treated as a deliverable in the arrangement and represent a separate unit of accounting since the credits have value on a stand-alone basis with reliable evidence of fair value. Accordingly, a portion of the annual fee received is allocated to such credits, based on relative fair value of each deliverable, and recorded as revenue upon utilization of such credits or upon expiration, whichever is earlier.

In 2008, the Company commenced offering a fleet management solution by licensing its proprietary vehicle-on-demand technology on a software-as-a-service (SaaS) basis, primarily to local, state and federal government agencies. Customers are generally charged an upfront fee and a monthly fee. Monthly fees are recognized ratably. If upfront fees are charged then the upfront fees are recorded as deferred revenue and recognized as revenue over the expected customer relationship period commencing from the day the customer is granted access to the system.

The Company also provides driving credits to existing members for various reasons, including referring a new member. The cost related to such driving credits is estimated based on an average cost per hour and applied to the estimated hours of driving a member is eligible for based on the corresponding credits. The amount is recorded in the consolidated statement of operations in Fleet Operations.

Sales tax amounts collected from customers have been recorded on a net basis.

Stock-Based Compensation. The Company records stock-based payments under the fair value method for all grants from January 1, 2006 using the prospective application method. Under this method, the Company is required to record compensation cost based on the fair value estimated for stock-based awards granted or modified after the date of adoption over the requisite service periods for the individual awards, which generally equals the vesting period. The Company utilizes the straight-line amortization method for recognizing stock-based compensation expense.

The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option pricing model, which requires the use of highly subjective estimates and assumptions. Historically, as a private company, we lacked company-specific historical and implied volatility information. Therefore, we estimate our expected volatility based on the historical volatility of our publicly traded peer companies and expect to continue to do so until such time as we have adequate historical data regarding the volatility of our traded stock price. The expected life assumption is based on the simplified method for estimating expected term for awards that qualify as plain-vanilla options. This option has been elected as we do not have sufficient stock option exercise

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experience to support a reasonable estimate of the expected term. The risk-free interest rate is the yield currently available on U.S. Treasury zero-coupon issues with a remaining term approximating the expected term of the option. We recognize compensation expense for only the portion of options that are expected to vest. Accordingly, we have estimated expected forfeitures of stock options based on our historical forfeiture rate and used these rates in developing a future forfeiture rate. If our actual forfeiture rate varies from our historical rates and estimates, additional adjustments to compensation expense may be required in future periods. Management believes that the valuation technique and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair values of our stock options granted. Estimates of fair value are not intended to predict actual future events or the value ultimately realized by persons who receive equity awards.

401(k) Savings Plan. The Company has a defined contribution savings plan under Section 401(k) of the Internal Revenue Code. This plan covers substantially all employees who meet minimum age and service requirements and allows participants to defer a portion of their annual compensation on a pretax basis. Company contributions to the plan may be made at the discretion of its Board of Directors. There were no contributions made to the plan by the Company during the years ended December 31, 2012, 2011 or 2010.

Net Income (Loss) Per Share Attributable to Common Stockholders. Basic earnings per share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding. For the purposes of calculating diluted earnings per share, the denominator includes both the weighted average number of shares of common stock outstanding and the number of dilutive common stock equivalents such as stock options and warrants, as determined using the treasury stock method.

The following is a summary of the shares used in computing diluted earnings per share for the year ended December 31, 2012:

	December 31, 2012 *(in thousands)*
Weighted-average shares outstanding Basic	39,852
Effect of dilutive securities:	
Options to purchase common stock	1,285
Warrants to purchase common stock	409
Weighted-average shares outstanding Dilutive	41,546

The following common stock equivalents were excluded from the computation of diluted earnings per share attributable to common stockholders because they had an anti-dilutive effect:

		December 31,	
	2012	**2011**	**2010**
		(in thousands)	
Options to purchase common stock	2,649	4,473	4,706
Warrants to purchase common stock	2	983	1,656
Unvested restricted stock	22	108	
Redeemable convertible preferred stock upon conversion to common stock			25,328
Warrants to purchase redeemable convertible preferred stock			129
Total	2,673	5,564	31,819

Advertising Costs. The Company expenses advertising costs when incurred. Advertising expenses totaled $10,890 in 2012, $7,428 in 2011 and $5,426 in 2010.

Segment Information. The Company operates in two reportable segments: North America and Europe. Both segments derive revenue primarily from members usage of vehicles.

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Treasury Stock. The Company accounts for repurchased common stock under the cost method and includes such treasury stock as a component of stockholders equity. Retirement of treasury stock is recorded as a reduction of common stock, additional paid-in-capital and accumulated deficit, as applicable.

Other Income. In 2012, 2011 and 2010, the Company recorded other income of $3,028, $3,361 and $1,173, respectively, from selling some of its zero emission vehicle (ZEV) credits to a third party. The Company received these credits under a state-based low-emission regulation. These laws provide for the purchase and sale of excess ZEV credits earned. Because the Company utilizes energy efficient vehicles in its business, the Company was able to earn ZEV credits under state regulations, and recorded the proceeds from the sale of these credits as other income.

New Accounting Guidance. Effective January 1, 2012, the Company retrospectively adopted ASU 2011-05, Comprehensive Income: Presentation of Comprehensive Income (ASU 2011-05), authoritative guidance which allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. Additionally, in December 2011, the FASB issued ASU 2011-12 Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 to defer the new requirement under ASU 2011-05 to present components of reclassifications of other comprehensive income on the face of the income statement. The adoption of this guidance did not have a material effect on the Company s consolidated financial statements.

Effective January 1, 2012, the Company adopted ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in GAAP and International Financial Reporting Standards (IFRS) , which is intended to result in convergence between GAAP and IFRS requirements for measurement of, and disclosures about, fair value. The new standard clarifies or changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. The adoption of this ASU did not have a material effect on the Company s consolidated financial statements.

3. *Acquisitions and Other Investments*

On July 9, 2012, the Company acquired Denzel Mobility CarSharing GmbH (CarSharing.at), a leading car sharing network in Austria with a presence in Vienna and other cities across Austria. On the date of acquisition CarSharing.at offered approximately 200 vehicles and served 10,000 members. With this acquisition, the Company continues to grow its car sharing network globally, expanding the Company s geographical footprint further into Europe. As a result of this acquisition, the Company paid $3,426, net of $91 cash acquired, including the payoff of $498 debt. Consideration paid includes $312 held in escrow which will be released to the pre-acquisition CarSharing.at stockholders if CarSharing.at executes a new commercial agreement with an existing business customer no later than 12 months following the closing of the acquisition.

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The purchase price allocation is as follows:

Accounts receivable	$ 516
Prepaid and other	318
Property and equipment	2,034
Deposits	15
Goodwill & other intangibles	3,120
Total assets	6,003
Accounts payable	(114)
Accrued expenses	(638)
Customer deposits	(19)
Capital lease obligations	(1,806)
Total liabilities	(2,577)
Total purchase price allocation	$ 3,426

The breakout of goodwill and other intangibles was as follows:

		Weighted average amortization life (years)
Member relationships	$ 287	5
Tradename	62	3
Parking spaces in place	112	3
Goodwill	2,659	
	$ 3,120	

Goodwill results from expected synergies from the acquisition, including marketing associated with a consistent brand experience, a common technology platform and reduced administrative costs. Also included in goodwill is assembled workforce, which does not qualify for separate recognition. The acquired intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being realized, which are on a straight-line basis for all acquired intangible assets except member relationships because the economic benefit derived from member relationships declines each year due to member attrition. The goodwill associated with this acquisition is reported within the Europe segment. Goodwill and intangible assets recognized in this transaction are not deductible for tax purposes.

The Company incurred $290 in acquisition costs related to Carsharing.at and has recorded these costs in selling, general and administrative expenses. The operations of CarSharing.at prior to and since the acquisition were not material to the consolidated results of the Company.

On February 1, 2012, the Company exercised its option to purchase a majority interest in Barcelona-based Catalunya Carsharing S.A., known as Avancar, in order to expand the Company s presence in Europe. In connection with this investment, the Company funded Avancar with $1,758 and also converted its existing loan of $403 to equity and, as a result, received additional shares such that the value held by existing shareholders remained unchanged. Combined with the 14% interest purchased in 2009 of $260, the Company now has a controlling interest in Avancar of more than 60% and, accordingly, Avancar is consolidated with the Company s financial statements as of December 31, 2012. At the acquisition date the Company recognized 100% of the fair value of net identifiable tangible and intangible assets of Avancar, non-controlling interest and the Company s equity interest at fair value, and the excess as goodwill. The Company s investment was based on a negotiated

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value for Avancar, hence the amount attributable to the noncontrolling interest, as stated below, is at fair value. The purchase price allocation is as follows:

Cash acquired	$ 2,218
Accounts receivable	203
Prepaid and other	44
Property and equipment	68
Deposits	16
Goodwill & other intangibles	2,917
Total assets	5,466
Accounts payable	(66)
Accrued expenses	(190)
Customer deposits	(502)
Notes payable	(739)
Non controlling interest	(1,548)
Total liabilities and noncontrolling interest	(3,045)
Total purchase price allocation	$ 2,421

The breakout of goodwill and other intangibles was as follows:

		Weighted average amortization life (years)
Member relationships	$ 313	5.0
Tradename	117	3.0
Parking spaces in place	91	3.0
Reservation system	39	0.7
Goodwill	2,357	
	$ 2,917	

Goodwill results from expected synergies from the acquisition, including marketing associated with a consistent brand experience, a common technology platform and reduced administrative costs. Also included in goodwill is assembled workforce, which does not qualify for separate recognition. The acquired intangible assets are being amortized based upon the pattern in which the economic benefits of the intangible assets are being realized, which are on a straight-line basis for all acquired intangible assets except member relationships because the economic benefit derived from member relationships declines each year due to member attrition. The goodwill associated with this acquisition is reported within the Europe segment. Goodwill and intangible assets recognized in this transaction are not deductible for tax purposes.

During the period from December 2014 through December 2015, the remaining Avancar stockholders have a put option to sell their shares to the Company, and the Company has a call right to acquire such shares, at an agreed price based on a certain multiple of EBITDA. Since the put and call options are not legally detachable and separately exercisable, they are not considered free standing instruments and as such will not be accounted for separately from the underlying investment. Accordingly, the put and call options are reflected within the valuation of the non-controlling interest.

The operations of Avancar prior to and since acquisition of controlling interest were not material to the consolidated results of the Company. Acquisition costs associated with Avancar are recorded in selling, general and administrative expenses and are also not considered material for the year ended December 31, 2012.

On April 20, 2010, the Company significantly expanded its London operations with the acquisition of Streetcar Limited (Streetcar), the United Kingdom s largest car sharing service with over 70,000 members and more than 1,500 vehicles. The Company expects this acquisition will help to establish the Company as the market leader in London with a base for future expansion opportunities in Europe. The purchase price was $62,766. Following the acquisition, Streetcar became a wholly-owned subsidiary of the Company. The results of Streetcar s operations have been included in the Company s consolidated financial statements from the date of the acquisition. Consolidated statements of operations for the year ended December 31, 2010 include revenue and net loss attributable to Zipcar, Inc. of $23,300 and $3,790 derived from Streetcar.

The Company issued 4.1 million shares of common stock at a value of $43,274 and warrants to acquire 0.9 million shares of common stock at a value of $6,955 along with $7,587 in cash and $4,950 in notes payable to acquire all of the outstanding capital stock of Streetcar. Common stock issued included 0.9 million shares held in escrow, which was released to the pre-acquisition Streetcar stockholders in the fourth quarter of 2011, reduced by a $99 claim by the Company for an indemnity set forth in the purchase and sale agreement. This $99 return of escrow was recorded as other income in the fourth quarter of 2011. During 2010, the Company incurred $1,211 in acquisition costs associated with Streetcar and recorded these costs in selling, general and administrative expenses. The purchase price was allocated to net tangible and intangible assets acquired. The Company allocated $29,005 to tangible assets, $10,434 to intangible assets including member relationships, trade name, parking spaces, non-compete agreements and reservation system and the remaining $57,219 to goodwill. The weighted average amortization period for the intangible assets is 4.2 years. Goodwill and intangible assets recognized in this transaction are not deductible for tax purposes.

The purchase price was allocated to the fair values of the assets acquired and liabilities assumed as follows:

Accounts receivable	$ 896
Prepaid expenses and other current assets	1,334
Property and equipment	26,775
Member relationships	7,023
Parking spaces in place	1,603
Noncompete agreements	657
Tradename	870
Reservation system	281
Goodwill	57,219
Total assets acquired	96,658
Accounts payable	(1,375)
Accrued expenses	(4,527)
Bank overdraft	(74)
Current portion of capital leases	(15,173)
Long term portion of capital leases	(12,743)
Total liabilities assumed	(33,892)
Purchase price	$ 62,766

Goodwill results from expected synergies from the acquisition, including marketing associated with a single brand, a common technology platform and reduced administrative costs. Also included in goodwill is assembled workforce. The goodwill associated with this acquisition is reported within the United Kingdom segment. The change in the goodwill balance from the acquisition date to December 31, 2012 is due to the impact of changes in foreign currency exchange rates.

The valuation of the identifiable intangible assets acquired was based on a valuation using currently available information and reasonable and supportable assumptions. The purchase price of the acquisition was allocated to the assets acquired and liabilities assumed based on estimates of their fair values as of April 20,

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2010. The tangible long-lived assets were recorded at their estimated fair value, which approximates their carrying value except for Streetcar s in-car equipment, which was retired as of December 31, 2011 and replaced by the Company as part of a transition plan to move to a single technology platform. The fair value for Streetcar s in-car equipment was determined by using estimated resale values for the same type of equipment. The intangible long-lived assets were valued using a combination of income and cost methods. For the assembled workforce and parking spaces in place, the Company used the cost approach, which included certain lost opportunity costs; key assumptions included the cost to acquire and train the workforce and the time and expected costs to acquire parking spaces. To value the member relationships, the Company used the income approach, specifically, a variation of the discounted cash-flow method known as the multiperiod excess earnings method; key assumptions included the future revenue and costs attributable to existing members and their expected attrition rates. To value the non-compete agreements, the Company used a comparative business valuation method; key assumptions included the probability of the individuals in question competing and the impact of such competition on the business. The relief from royalty method, which considers both the market approach and the income approach, was used to value both the Streetcar trade name and the reservation system; key assumptions included the future revenue attributable to this trade name and reservation system and a market-based royalty rate. Further, all future cash flows in applicable valuations have been discounted at an estimated discount rate. The Company believes these methods and assumptions were appropriate because of the lack of comparative market sales data required for the market approach when measuring the value of these assets. The excess of the aggregate estimated purchase price over the estimated fair value of the tangible and intangible assets and liabilities was recorded as goodwill.

The aggregate purchase price of $62,766 includes $43,274 of common stock issued, which is based on a valuation of the Company s common stock of $10.68 per share as of April 20, 2010. The valuation analysis of the Company s common stock was conducted under a probability-weighted expected return method as prescribed by the AICPA Practice Aid. Under this methodology, the fair market value of the Company s common stock is estimated based upon an analysis of future values assuming various outcomes. The value is based on the probability-weighted present value of expected future investment returns considering each of the possible outcomes available to the Company as well as the rights of each share class. The possible outcomes considered are based upon an analysis of future scenarios such as: completion of an initial public offering; sale to a strategic acquirer; continuation as a private company; and remote likelihood of dissolution.

The private company scenario and sale scenario analyses use averages of the guideline public company method and the discounted future cash flow method. The Company estimated the enterprise value under the guideline public company method by comparing the Company to publicly-traded companies in the industry group. The companies used for comparison under the guideline public company method were selected based on a number of factors, including the similarity of their industry, growth rate and stage of development, business model and financial risk. The Company also estimated its enterprise value under the discounted future cash flow method, which involves applying appropriate discount rates to estimated cash flows that are based on forecasts of revenue, costs and capital requirements. The Company estimated future revenue growth based on a number of key assumptions including membership growth, frequency of reservations per member, duration of trips and pricing for existing markets and entry into new markets. The Company s cost structure assumptions were based on historic trends, modified for inflation and expected operational efficiencies. These assumptions underlying the estimates were consistent with the plans and estimates that the Company uses to manage its business. The Company used a discount rate in its valuation that was deemed to be commensurate with the underlying uncertainties associated with achieving the estimated cash flows projected.

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The warrants issued in connection with this acquisition have an exercise price of $5.06 to $8.74. These warrants are fully vested and exercisable over seven years. The fair value of the warrants was estimated using the Black-Scholes option pricing model. The following assumptions were used in estimating the fair value:

Stock price on April 20, 2010	$ 10.68
Exercise price	$ 5.06 - $8.74
Expected term (in years)	7.0
Expected volatility	60%
Risk-free interest rate	3.20%
Expected dividend	0%

Upon the closing of the Streetcar acquisition, the Company settled certain assumed liabilities by the issuance of 40,929 shares of common stock and warrants to acquire 8,132 shares of common stock at an exercise price of $5.06 per share. The fair value of the warrants was estimated using the Black-Scholes option pricing model under the assumptions disclosed above.

The following unaudited pro forma revenue, net loss attributable to Zipcar, Inc. and net loss attributable to common stockholders per share basic and diluted, reflect the results of operations of the Company for the year ended December 31, 2010 as if the Streetcar acquisition had occurred on January 1. The pro forma results are not necessarily indicative of what actually would have occurred had the acquisitions been in effect for each of the full years. The pro forma impact on the reported net loss attributable to Zipcar, Inc. and net loss attributable to common stockholders per share basic and diluted, was primarily related to amortization of acquired intangible assets and interest expense.

Pro forma	**Years ended December 31, 2010**
Revenue	$ 194,354
Net loss attributable to Zipcar, Inc.	$ (17,102)
Net loss attributable to common stockholder per share:	
- Basic and diluted	$ (1.85)

Equity Investment. In February 2012, the Company made an equity investment of $8,700 for a minority ownership interest in Wheelz, Inc., a peer-to-peer car sharing company targeting university and other campus communities. This entire investment has been attributed to goodwill associated with equity method investee. Wheelz has recorded a net loss of $4,941 from the time of the Company s investment. Accordingly, the Company recognized an equity loss of $1,325 for the year ended December 31, 2012, which is reported as other, net within other income (expense). As of December 31, 2012, this investment had a carrying value of $7,375, which is reported in other noncurrent assets. Summarized Financial Information of Wheelz, Inc is presented below.

Statement of Operations Information

	11 months ended December 31, 2012
Net sales	$ 26
Gross loss	(252)
Net loss	(4,941)

Balance Sheet Information

	December 31, 2012
Current assets	$ 8,458
Non-current assets	9,702
Current liabilities	268
Non-current liabilities	0

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Redeemable Non-controlling Interest. In connection with the acquisition of Flexcar in 2007, the Company obtained 85% ownership in one of Flexcar s subsidiaries. The remaining 15% ownership in that subsidiary was held by a third party. The third party representing the redeemable non-controlling interest in the subsidiary held a put right for the remaining interest in the subsidiary. The put right provided the holder of the redeemable non-controlling interest an option to sell its ownership interest to the Company after September 2011 at a price based on the fair value at the time of the exercise. Since the redeemable non-controlling interest in the subsidiary had a redemption feature, as a result of the put right, the Company classified the redeemable non-controlling interest in the subsidiary in the mezzanine section of the Consolidated Balance Sheets. The redeemable non-controlling interest was accreted to the redemption value by recording a corresponding adjustment to accumulated deficit at the end of each reporting period. During the first quarter of 2012, the third party holding this redeemable non-controlling interest exercised its put option to sell its ownership interest to the Company for $400.

A summary of the changes in redeemable non-controlling interest for the years ended December 31, 2012, 2011 and 2010 is provided below:

	Year Ended December 31,		
	2012	**2011**	**2010**
Balance at beginning of the period	$ 400	$ 277	$ 111
Accretion of non-controlling interest to redemption value		119	162
Redemption of non-controlling interest	(400)		
Acquisition of redeemable non-controlling interest	1,548		
Net income (loss) attributable to redeemable non-controlling interest	(489)	4	4
Foreign currency translation adjustment	14		
Balance at end of the period	$ 1,073	$ 400	$ 277

4. Financial Instruments Cash, Cash Equivalents and Marketable Securities

All highly liquid investments with maturities of three months or less at the date of purchase are classified as cash equivalents. The Company s marketable securities have been classified and accounted for as available-for-sale. Management determines the appropriate classification of its investments at the time of purchase and reevaluates the available-for-sale designations as of each balance sheet date. The Company classifies its marketable debt securities as either short-term or long-term based on each instrument s underlying contractual maturity date. Marketable debt securities with maturities of 12 months or less are classified as short-term and marketable debt securities with maturities greater than 12 months are classified as long-term.

The following tables summarize the Company s available-for-sale securities adjusted cost, gross unrealized losses and fair value by significant investment category recorded as cash and cash equivalents, short-term marketable securities or long-term marketable securities as of December 31, 2012 and 2011:

	December 31, 2012						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	$ 33,566	$	$	$ 33,566	$ 33,566	$	$
Level 1							
Money market funds	11,689			11,689	11,689		
US Treasury securities	2,499			2,499		1,499	1,000
US agency securities	19,026	6		19,032		11,403	7,629
Certificates of deposit and time deposits	16,963	9	(7)	16,965		9,336	7,629
Subtotal	50,177	15	(7)	50,185	11,689	22,238	16,258
Total	$ 83,743	$ 15	$ (7)	$ 83,751	$ 45,255	$ 22,238	$ 16,258

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	December 31, 2011						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	$ 18,463	$	$	$ 18,463	$ 18,463	$	$
Level 1							
Money market funds	43,195			43,195	43,195		
US Treasury securities	9,014	2		9,016		8,011	1,005
US agency securities	21,531	1	(6)	21,526		13,376	8,150
Certificates of deposit and time deposits	8,056		(1)	8,055		3,401	4,654
Subtotal	81,796	3	(7)	81,792	43,195	24,788	13,809
Total	$ 100,259	$ 3	$ (7)	$ 100,255	$ 61,658	$ 24,788	$ 13,809

The Company may sell certain of its marketable securities prior to their stated maturities for strategic reasons including, but not limited to, anticipation of credit deterioration and duration management. The Company did not record any material realized gains or losses during the years ended December 31, 2012 and 2011. The maturities of the Company s long-term marketable securities range from one year to two years.

As of December 31, 2012 gross unrealized losses were not material. The Company considers the declines in market value of its marketable securities investment portfolio to be temporary in nature. The Company s investment policy requires investments to be U.S. Treasury securities, overnight sweep bank deposits, securities of U.S. Federal agencies and money market investments that are direct obligations of the U.S. Treasury, with the objective of preserving the principal value of the investment portfolio while maintaining liquidity to meet anticipated cash flow needs.

Fair values were determined for each individual security in the investment portfolio. When evaluating the investments for other-than-temporary impairment, the Company reviews factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and any changes thereto, and the Company s intent to sell, or whether it is more likely than not it will be required to sell, the investment before recovery of the investment s amortized cost basis. During the years ended December 31, 2012 and 2011, the Company did not recognize any impairment charges. As of December 31, 2012 and 2011, the Company did not consider any of its investments to be other-than-temporarily impaired.

5. *Property and Equipment, Net*

Property and equipment, net, consists of the following:

	December 31, 2012	December 31, 2011
Vehicles	$ 168,907	$ 113,250
In-car electronic equipment	12,251	9,469
Office and computer equipment	6,620	5,460
Software	13,439	6,011
Leasehold improvements	2,547	2,112
Total	203,764	136,302
Less: accumulated depreciation	(44,414)	(32,513)
Property and equipment, net	$ 159,350	$ 103,789

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Depreciation expense for the years ended December 31, 2012, 2011 and 2010 was $38,183, $25,248 and $10,188, respectively. In the first quarter of 2012 and 2011, the Company changed its estimate of the net realizable value at the end of the expected holding period of certain vehicles and as a result increased the depreciation rates, which resulted in higher depreciation expense during 2012 and 2011 of approximately $1,868, or $0.04 per diluted share and approximately $2,880, or $0.10 per diluted share, respectively, than if the Company had not changed the holding period estimate.

Cost of vehicles under capital leases were $29,921 as of December 31, 2012 and $23,377 as of December 31, 2011. Accumulated depreciation of vehicles under capital leases was $1,984 as of December 31, 2012 and $1,807 as of December 31, 2011.

6. Goodwill and Other Intangible Assets

The following table displays goodwill and other intangible assets.

	December 31,			
	2012		2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Goodwill	$ 107,523	$	$ 99,696	$
Member relationships	$ 11,691	$ (9,278)	$ 10,748	$ (7,124)
Parking spaces	2,087	(1,751)	1,803	(1,096)
Trade name	1,106	(968)	881	(560)
Noncompete agreements	695	(695)	665	(563)
Reservation system	336	(336)	284	(284)
	$ 15,915	$ (13,028)	$ 14,381	$ (9,627)

The changes in the gross carrying amount and accumulated amortization of goodwill are as follows:

	Balance at 2010	Adjustments to Goodwill Acquisitions	Adjustments to Goodwill Foreign Exchange	Balance at 2011	Adjustments to Goodwill Acquisitions	Adjustments to Goodwill Foreign Exchange	Balance at 2012
Europe	$ 57,879	$	$ (54)	$ 57,825	$ 5,016	$ 2,811	$ 65,652
North America	41,871			41,871			41,871
Total	$ 99,750	$	$ (54)	$ 99,696	$ 5,016	$ 2,811	$ 107,523

The Company estimates useful lives for each category of intangible assets based on the period over which the asset is expected to contribute directly or indirectly to the future cash flows of the Company. The acquired intangible assets subject to amortization are amortized based upon the pattern in which the economic benefits of the intangible assets are being realized, which are on a straight-line basis for all acquired intangible assets except member relationships. Member relationships are amortized 33% in the first year, 27% in the second year, 20% in the third year, 13% in the fourth year and 7% in the fifth year primarily because the economic benefit derived from member relationships declines due to member attrition each year. The Company estimated the expected member attrition rate primarily based on historical attrition rates.

The amortization period for the acquired intangible assets subject to amortization is as follows:

Member relationships	5 years
Parking spaces in place	3 years

Trade name	2.7 years
Noncompete agreements	2 years
Reservation system	1.5 years

Amortization expenses for the years ended December 31, 2012, 2011 and 2010 were $3,070, $3,892 and $3,414, respectively.

Future amortization expense is expected to be as follows:

2013	$ 1,624
2014	915
2015	283
2016	53
2017	12
	$ 2,887

7. Shareholders Equity

Preferred Stock. The Company has authorized 10,000,000 shares of preferred stock, par value $0.001 per share, all of which is undesignated.

Common Stock. The Company has authorized 500,000,000 shares of common stock, par value $0.001 per share. As of December 31, 2012 and 2011, 40,121,660 and 39,655,840 shares of common stock, respectively, were issued and outstanding. Each share of common stock entitles the holder to one vote on all matters submitted to a vote of the Company s stockholders. Common stockholders are not entitled to receive dividends unless declared by the Company s Board of Directors.

On March 23, 2011, the Company s Board of Directors and stockholders approved a 1-for-2 reverse stock split of the Company s outstanding common stock, which was effected on March 29, 2011. Stockholders entitled to fractional shares as a result of the reverse stock split received a cash payment for such fractional shares in lieu of receiving fractional shares. Shares of common stock underlying outstanding stock options and warrants were proportionately reduced and the respective exercise prices were proportionately increased in accordance with the terms of the agreements governing such securities. Shares of common stock reserved for issuance upon the conversion of the Company s redeemable convertible preferred stock were proportionately reduced and the respective conversion prices were proportionately increased. All references to shares in the financial statements and the accompanying notes, including but not limited to the number of shares and per share amounts, unless otherwise noted, have been adjusted to reflect the stock split retroactively. Previously awarded options and warrants to purchase shares of the Company s common stock were also retroactively adjusted to reflect the stock split.

On April 19, 2011, the Company closed its IPO of 11,136,726 shares of common stock at an offering price of $18.00 per share, of which 6,666,667 shares were sold by the Company and 4,470,059 shares were sold by selling stockholders, including 1,452,617 shares pursuant to the underwriters option to purchase additional shares, resulting in net proceeds to the Company of approximately $111,600, after deducting underwriting discounts. All outstanding shares of the Company s redeemable convertible preferred stock converted to 25,097,901 shares of common stock at the closing of the IPO. Redeemable convertible preferred stock warrants were also converted into warrants to purchase common stock and, accordingly, the liability associated with the warrants, aggregating $1,202, was reclassified to stockholders equity at the closing. At the time of the conversion of the redeemable convertible preferred stock warrants in the second quarter of 2011, the Company recorded a charge of $550 as the final mark to market adjustment.

Warrants. As of December 31, 2012, the Company had warrants outstanding and exercisable for the purchase of 774,946 shares of common stock at prices ranging from $5.06 to $137.62 per share. During 2012, holders of warrants exercised warrants to purchase an aggregate of 207,895 shares of common stock, a portion of which were exercised via a cashless net share settlement process, resulting in the forfeiture of 102,162 shares in satisfaction of the warrant exercise price and the issuance of 105,733 shares of common stock.

As of December 31, 2011, the Company had warrants outstanding and exercisable for the purchase of 982,836 shares of common stock at prices ranging from $0.98 to $137.62 per share. During 2011, warrants to purchase 584,656 shares of common stock for an aggregate purchase price of $612 were exercised.

Upon the closing of the Company s IPO on April 19, 2011, the Company s redeemable convertible preferred stock warrants were converted into warrants to purchase common stock and, accordingly, the liability associated with the warrants aggregating $1,202 was reclassified to stockholders equity. The change in fair value of $724 in 2011 was recorded in other income (expense), net.

8. Stock-based Compensation

Employee Stock-Based Awards. The Company s 2000 Stock Option/Stock Issuance Plan (the 2000 Plan) and the 2010 Stock Incentive Plan (the 2010 Plan) permitted the Company to make grants of incentive stock options, non-statutory stock options, restricted stock, restricted stock units and other stock-based awards with a maximum term of ten years. After the effective date of the Company s 2011 Stock Incentive Plan (the 2011 Plan), the Company granted no further stock options or other awards under the 2000 Plan or 2010 Plan.

In March 2011, the Company s Board of Directors and stockholders approved the 2011 Plan, which became effective upon the closing of the IPO. Under the 2011 Plan, the Company originally reserved up to 2,500,000 shares of its common stock for issuance pursuant to stock options and stock awards, which included shares of common stock reserved for issuance under the 2010 Plan that remained available for issuance immediately prior to the closing of the IPO. In addition, the 2011 Plan contains an evergreen provision that provides for an annual increase in the number of shares available for issuance under the 2011 Plan on the first day of the fiscal years ending December 31, 2012, 2013 and 2014 equal to the lowest of 1,500,000 shares of common stock, 3% of the number of common shares outstanding on that date or a lesser amount as may be determined by the Company s Board of Directors. Accordingly, on January 1, 2013 and 2012, the number of shares available for issuance under the 2011 Plan increased by 1,203,650 and 1,189,675 shares, respectively. The number of shares available for issuance under the 2011 Plan will also be increased by any shares subject to awards previously granted under the 2010 Plan or the 2000 Plan which expire, terminate or are otherwise surrendered, canceled, forfeited or repurchased by the Company at their original issuance price pursuant to a contractual repurchase right.

As of December 31, 2012 and 2011, 2,522,974 shares and 2,414,635 shares of common stock, respectively, were available for future issuance under the 2011 Plan. The Company settles share-based compensation awards with newly issued shares.

Stock Options. Stock options generally vest over 48 months as follows: (i) 25% vest after 12 months, generally from the date of grant and (ii) the remaining 75% vest thereafter at 2.083% per month.

Stock options have historically been granted with exercise prices equal to the estimated fair value of the Company s common stock on the date of grant. Commencing in the second quarter 2011, the Company based fair value on the quoted market price of its common stock. Because there was no public market for the Company s common stock prior to the IPO in April 2011, the Company s Board of Directors determined the fair value of common stock taking into account the Company s most recently available valuation of common stock.

Beginning in July 2009 through the IPO, the Company s valuation analysis was prepared using the probability-weighted expected return method as prescribed by the AICPA Practice Aid. Under this methodology, the fair market value of the Company s common stock was estimated based upon an analysis of future values assuming various outcomes. The share value was based on the probability-weighted present value of expected future investment returns considering each of the possible outcomes available to the Company as well as the rights of each share class.

The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option-pricing model. The expected term assumption was based on the simplified method for estimating expected

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term for awards that qualify as plain-vanilla options under authoritative guidance. This option has been elected as the Company does not have sufficient stock option exercise experience to support a reasonable estimate of the expected term. Expected volatility is based on volatility of similar entities. The risk-free interest rate is the yield currently available on U.S. Treasury zero-coupon issues with a remaining term approximating the expected term used as the input to the Black-Scholes model. The relevant data used to determine the value of the stock option grant is as follows:

Year Ended December 31,	2012	2011	2010
Weighted average risk-free interest rate	1.10%	2.15%	2.45%
Expected volatility	58%	59%	61%
Expected life (in years)	6	6	6
Expected dividends	0.0%	0.0%	0.0%
Weighted-average fair value of options granted	$ 6.81	$ 8.36	$ 5.68

A summary of stock option activity is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Options outstanding as of December 31, 2009	3,691,817	$ 4.21		
Options granted	1,362,162	$ 9.85		
Options exercised	88,332	$ 2.75		
Options expired	24,823	$ 4.80		
Options forfeited	235,318	$ 6.18		
Options outstanding as of December 31, 2010	4,705,506	$ 5.77		
Options granted	811,475	$ 14.86		
Options exercised	723,372	$ 3.78		
Options expired	41,594	$ 4.93		
Options forfeited	279,268	$ 8.81		
Options outstanding as of December 31, 2011	4,472,747	$ 7.56		
Options granted	1,455,000	$ 12.73		
Options exercised	360,087	$ 4.33		
Options expired	90,210	$ 8.95		
Options forfeited	283,454	$ 11.14		
Options outstanding as of December 31, 2012	5,193,996	$ 9.01	6.8	$ 8,774
Options exercisable as of December 31, 2010	2,522,482	$ 3.83		
Options exercisable as of December 31, 2011	2,766,434	$ 5.33		
Options exercisable as of December 31, 2012	3,205,856	$ 6.79	5.6	$ 8,563
Vest and expected to vest at December 31, 2012	5,032,975	$ 8.90	6.7	$ 8,757

The aggregate intrinsic value in the table above represents the total intrinsic value, based on the Company s common stock closing price of $8.24 as of December 31, 2012, which would have been received by the option holders had all in-the-money option holders exercised their options as of that date. The total number of in-the-money options outstanding as of December 31, 2012 was 2,308,271. The total number of in-the-money options exercisable as of December 31, 2012 was 2,120,155.

The total intrinsic value of stock options exercised was $2,232, $9,696 and $592 for the years ended December 31, 2012, 2011 and 2010, respectively. The amount of cash received from the exercise of options during 2012 was $1,559. No tax benefits were realized in 2012 due to the Company s net operating loss carryforward.

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Restricted Stock. On February 24, 2011, the Company issued 173,370 restricted shares of common stock to three board members at a purchase price of $14.42 per share, which was the estimated fair value of the Company s common stock on the date of grant. These shares are subject to a right, but not an obligation, of repurchase by the Company at the original issuance price, which lapses quarterly over two years from the date of issuance. The Company received proceeds of $2,500 from the issuance of such shares, which was recorded as deposit liability in the condensed consolidated balance sheet, and is being reclassified to additional paid-in capital over the vesting period. At December 31, 2012, 21,673 shares are restricted and the Company had recorded $312 associated with such shares as a current liability. There was no restricted stock granted during the year ended December 31, 2012.

Stock-Based Compensation. During the years ended December 31, 2012, 2011 and 2010, the Company recognized stock-based compensation expense related to equity awards of $5,681, $4,148 and $2,774, respectively. $120 and $40 of stock-based compensation expense was capitalized as part of internal-use software and website development costs during 2012 and 2011, respectively.

	Year Ended December 31,		
	2012	**2011**	**2010**
Member services and fulfillment	$ 209	$ 93	$ 84
Research and development	205	165	188
Selling, general, and administrative	5,147	3,850	2,502
Total stock-based compensation	$ 5,561	$ 4,108	$ 2,774

Total unrecognized stock-based compensation for all stock-based awards was $11,992 as of December 31, 2012, net of forfeitures, and is being recognized over a weighted average period of 2.7 years.

9. Accrued Expenses

	December 31,	
	2012	**2011**
Payroll and related benefits	$ 5,151	$ 4,237
Sales tax	5,145	4,899
Fleet related	4,960	3,455
Insurance	4,617	1,852
Legal, audit, tax, and professional fees	2,372	1,382
Member deposits	1,269	803
Interest and credit card fees	639	701
Marketing	443	156
Rent	369	319
Deposit liability	312	1,250
Other	946	949
Total accrued expenses	$ 26,223	$ 20,003

10. Long-Term Debt

In May 2008, June 2009 and March 2010, the Company entered into Loan and Security Agreements (the Loan and Security Agreements) with two financial institutions, which provided for up to $40,000 in term loans. Amounts borrowed under these facilities were payable in monthly installments ranging between 27 and 36 months. In April 2010, in connection with the acquisition of Streetcar, the Company issued $5,000 in notes payable to certain former shareholders of Streetcar Limited (the Streetcar Notes), which the Company acquired in 2010.

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In May 2010, Zipcar Vehicle Financing LLC (ZVF), a bankruptcy-remote special purpose entity wholly-owned by the Company, completed the closing of a variable funding note facility (the ABS facility), and entered into a base indenture with Deutsche Bank Trust Company Americas as trustee and securities intermediary for the noteholders of the initial series of notes issued pursuant to the ABS facility (the 2010 Series). The initial committed aggregate principal amount of the 2010 Series was $70,000 from two financial institutions Credit Agricole CIB (the 2010 Credit Agricole Note) and Goldman, Sachs & Co. (the Goldman Note). The assets that collateralize the ABS facility are not available to satisfy the claims of the Company s general creditors.

Upon the closing of the IPO on April 19, 2011, the Company used approximately $51,400 of the proceeds to repay all outstanding balances, including interest as of the payment date, associated with the Loan and Security Agreements, the Streetcar Notes and the Goldman Note. In connection with these repayments, the Company recorded an aggregate charge to interest expense of approximately $3,300 of which $640 related to unamortized debt issuance costs, $740 related to warrant expenses and the balance of $1,920 was primarily the remaining interest related to the final interest payments.

On May 11, 2011, ZVF completed the closing of an amendment and extension of the 2010 Series. The committed aggregate principal amount of the amended and extended series was $50,000. The amended and extended 2010 Series had a revolving period of one year, with an amortization period of an additional two years. The interest rate was 2.0% per annum above the 30-day commercial paper conduit interest rates in addition to 1.0% per annum on the undrawn portion.

On December 29, 2011, ZVF issued a new series of variable funding notes pursuant to the ABS facility (the 2011 Series) in the principal amount of $50,000. The 2011 Series has a revolving period of one year followed by an amortization period of an additional two years. The interest rate is 2.0% per annum above the cost of funds, which approximates the 30-day commercial paper rate payable to conduit investors in addition to up to 0.85% per annum on the undrawn portion. ZVF expects to continue to use the ABS facility to purchase vehicles. In December 2012, the 2011 Series was extended for an additional 60 day period and in February 2013 was extended through December 31, 2013.

On May 9, 2012, ZVF entered into a second amendment and restatement and extension of the 2010 Series. The committed aggregate principal amount of the second amended and extended Series remains at $50,000. The amended and extended Series had a revolving period of one year, with an amortization period of an additional two years. The interest rate is 2.0% per annum above the 30-day commercial paper conduit interest rate. Any undrawn portion of the 2010 Series is assessed a fee of 0.75% per annum. In February 2013, the revolving period was extended to December 31, 2013.

Fees paid towards the debt structure and debt issue costs such as legal expenses associated with the ABS facility are deferred and amortized to interest expense on a straight-line basis over the expected life of the debt, which is three years. The second amendment and restatement and extension of the 2010 Series was accounted for as a modification of debt and as such unamortized debt issuance costs associated with this Series are being amortized to interest expense over the expected life of the debt, which is three years. The total unamortized balance of debt issue costs were $2,039 and $1,698 at December 31, 2012 and 2011, respectively.

ZVF is subject to numerous restrictive covenants and compliance requirements under the base indenture and the other related agreements governing the ABS facility. The ABS facility agreements include restrictive covenants and compliance requirements applicable to ZVF with respect to liens, further indebtedness, minimum liquidity amounts, funding ratios, collateral enhancements, vehicle manufacturer mix, timely reporting and payments, use of proceeds, and sale of assets. For example, in order to obtain a funding advance under the ABS facility, the Company is required to contribute a proportionate amount of cash to ZVF for the exclusive use of vehicle purchases. The Company is in compliance with all restrictive covenants and compliance requirements. The facility is also subject to events of default and amortization that are customary in nature for automobile asset-backed securitizations of this type. The occurrence of an amortization event or event of default could result in the acceleration of principal and a liquidation of the fleet securing the facility. The Company s interest rates are subject to increase following an amortization event, such as non-renewal. The carrying amount of vehicles pledged as collateral for the facility was $82,361 and $70,021 as of December 31, 2012 and 2011, respectively.

In May 2012, in connection with the second amendment and restatement and extension of the 2010 Series, the Company liquidated its previous interest rate cap contract and purchased a new interest cap contract for a 3 year period as required under the terms of the ABS facility. The new interest rate cap, with the same 3.5% cap limit, was purchased at a cost of $39 net of proceeds from the sale of the previous interest rate cap contract. Additionally, as required under the 2011 Series, in March 2012, the Company purchased an interest rate cap at 3.5% for the entire notional amount of $50,000 to hedge interest rate exposures through the amortization period. These instruments, which do not meet the requirements for hedge accounting, are marked to market at each reporting period with the change in fair value recorded in other, net within other income (expense).

Long-term debt consists of the following:

	December 31,	
	2012	**2011**
ABS facilities	77,000	$ 48,000
Less: current poriton of long-term debt		
Long-term debt	$ 77,000	$ 48,000

Payments due on long-term debt during each of the five fiscal years subsequent to December 31, 2012 are as follows:

2013	$
2014	
2015	77,000
2016	
	$ 77,000

The Company had $5,300 outstanding under letters of credit as of December 31, 2012 related to auto insurance.

11. Commitments and Contingencies

Leases. The Company leases its office spaces under noncancelable lease agreements. The leases include certain lease incentives, payment escalations and rent holidays, the net effect of which is being recognized as a reduction to rent expense such that rent expense is recognized on a straight-line basis over the term of occupancy. In November 2012, the Company entered into a lease for office space in Boston, Massachusetts. This lease expires on December 31, 2023 and we have the option to extend the lease for two additional five-year periods. The Company also leases certain vehicles under noncancelable lease agreements (generally one-year commitments). Lease expenses for the Company s office spaces and vehicles under operating leases were $13,845, $24,380 and $32,586 for the years ended December 31, 2012, 2011 and 2010, respectively.

The Company also leases vehicles under various capital leases, generally with a 36-month stated term. Under the terms of certain leases, the Company guarantees the residual value of the vehicle at the end of the lease. If the wholesale fair value of the vehicle is less than the guaranteed residual value at the end of the lease, the Company will pay the lessor the difference. If the wholesale fair value is greater than the guaranteed residual value, that difference will be paid to the Company. The Company believes that, based on current market conditions, the average wholesale value of the vehicles at the end of lease term will equal or exceed the average guaranteed residual value, and therefore has not recorded a liability related to guaranteed residual values.

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The Company has the option to buy out each lease at any time after a minimum period by paying the lessor the total principal due under the lease, including the guaranteed residual value and taking title of the leased vehicle. The Company historically has not exercised this option.

Future minimum annual lease payments under noncancelable leases as of December 31, 2012 are as follows:

	Operating Leases	Capital Leases
2013	5,034	14,431
2014	3,397	11,382
2015	3,234	5,947
2016	2,701	380
2017	2,487	
Thereafter	11,739	
Total future minimum lease payments	28,592	32,140
Less amounts currently due		14,431
		17,709

Capitalized vehicle leases have interest rates between 3.8% and 5.8%. Under certain capital lease agreements, the Company is required to maintain prescribed levels of cash and cash equivalents and working capital, which the Company was in compliance with as of December 31, 2012 and 2011.

In 2010, the Company sold some of its recently purchased vehicles for $802 in an operating lease sale-leaseback transaction which resulted in no gain or loss.

Litigation. On July 27, 2011, a putative class action lawsuit was filed against the Company in the United States District Court for the District of Massachusetts, Reed v. Zipcar, Inc., Case No. 1:11-cv-11340-RGS. The lawsuit alleged that the Company s late fees were unlawful penalties. The lawsuit purported to assert claims against the Company for unjust enrichment, money had and received, for declaratory judgment, and for unfair and deceptive trade practices under Massachusetts General Laws ch. 93A, and requested certification of a class consisting of all Zipcar members who have incurred late fees at the presently imposed rates. The plaintiff sought unspecified amounts of restitution and disgorgement of the revenues and/or profits that the Company allegedly received from imposing late fees, as well as a declaration that such late fees were void, unenforceable, and/or unconscionable, and an award of treble damages, attorneys fees and costs. On November 10, 2011, the Company filed a motion to dismiss, and on July 31, 2012, the court granted the Company s motion to dismiss, dismissing the lawsuit in its entirety with prejudice. On August 29, 2012, the plaintiff filed a notice of appeal with the United States District Court for the District of Massachusetts. While the Company intends to contest the plaintiff s appeal vigorously, neither the outcome of the appeal nor the amount and range of potential damages or exposure associated with the litigation if the appeal is successful can be assessed at this time.

The Company is also subject, from time to time, to various other legal proceedings and claims arising in the ordinary course of business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters will not have a material adverse effect on its business, financial position, results of operations or cash flows.

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12. Income Taxes

An analysis of the components of income (loss) before income taxes and the related provision for income taxes is presented below:

	Year Ended December 31,		
	2012	2011	2010
Income (loss) before income taxes			
U.S.	$ 14,603	$ 1,522	$ (7,367)
Non-U.S.	(11,353)	(8,940)	(6,443)
	3,250	(7,418)	(13,810)
Income tax provision			
Current:			
Federal			
Foreign			
State and local	37	(270)	311
Total current	37	(270)	311
Deferred:			
Federal	(10,028)		
Foreign			
State and local	(946)		
Total deferred	(10,974)		
Total (benefit) provision for income taxes	$ (10,937)	$ (270)	$ 311

For the year ended December 31, 2012, income tax benefit totaled $10,937, primarily attributable to the reduction of the Company s deferred income tax valuation allowance. The (benefit) provision for income taxes for the years ended December 31, 2011 and 2010 were related to state income taxes. The Company did not report a benefit for federal income taxes in its consolidated financial statements in 2011 or 2010; instead, the deferred tax asset generated from the net operating loss was offset by a full valuation allowance.

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. Significant components of the Company s deferred tax assets and liabilities as of December 31, 2012 and 2011 are as follows:

	December 31,	
	2012	2011
Deferred tax assets		
Net operating losses and credit carryforwards	$ 22,177	$ 32,638
Allowance for doubtful accounts	294	210
Stock-based compensation	3,357	1,777
Accounts payable and accrued expenses	2,429	2,012
Deferred revenue and member deposits	1,417	1,331
Total deferred tax assets	29,674	37,968
Deferred tax asset valuation allowance	(14,870)	(34,844)
Net deferred tax assets	14,804	3,124
Deferred tax liabilities		

Fixed Assets	(2,876)	(1,888)
Acquired intangible assets	(954)	(1,236)
Total deferred tax liabilities	(3,830)	(3,124)
Net deferred tax assets	$ 10,974	$

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As of December 31, 2012, the Company evaluated the likelihood that it would realize the deferred income taxes to offset future taxable income and concluded that it is more likely than not that substantially all of its U.S. deferred tax assets will be realized through consideration of both the positive and negative evidence. The evidence consisted primarily of its three year U.S. historical cumulative profitability, projected future taxable income and forecasted utilization of the deferred tax assets. The net change in valuation allowance in 2012 was $19,974 which includes the reduction in the U.S. valuation allowance as discussed above, a reduction in the valuation allowance associated with net operating losses and credit carryforwards that are unavailable due to ownership changes in the prior years and an increase in the valuation allowance associated with losses not benefited in foreign jurisdictions. The Company maintains a valuation allowance for certain deferred tax assets of $14,870, primarily related to foreign net operating losses and fixed assets, due to the uncertainty regarding their realization. Adjustments could be required in the future if the Company s estimate that the amount of deferred tax assets to be realized is more or less than the net amount recorded.

As of December 31, 2012, the Company had U.S. federal net operating loss (NOL) carryforwards of $39,547, net of Section 382 expirations, state NOL carryforwards of $ 29,468, net of Section 382 expirations, and foreign NOL carryforwards of $39,041. The federal NOL carryforwards begin to expire in 2021 and the foreign NOL carryforwards begin to expire in 2026. Certain state net operating loss carryforwards began to expire in 2007.

The federal and state net operating loss carryforwards referenced above include excess stock-based compensation deductions in the amount of $8,174 for 2012. The related tax benefits of $ 3,339 will not be recognized until the deduction reduces taxes payable. If and when the excess stock-based compensation related NOL tax assets are realized, the benefit will be credited to additional paid-in capital.

During 2012, the Company s valuation allowance decreased by $19,974 due to the release of the U.S. valuation allowance and the reduction of prior year NOLs, as disclosed above, the utilization of the U.S. NOL in the current year, partially offset by increased valuation allowance on additional foreign NOLs generated. The changes in valuation allowance for the years ended December 31, 2011 and 2010 of $(2,152) and $2,924 respectively, were primarily attributable to changes in NOL carryforwards, reduction in the temporary differences for fixed assets, and the acquisition of Streetcar.

A reconciliation of the Company s effective tax rate to the statutory federal income tax rate is as follows:

	Year Ended December 31,		
	2012	**2011**	**2010**
Statutory rate	35.0%	34.0%	34.0%
Valuation allowance	(432.2)	12.3	(13.8)
State taxes, net of federal benefit	15.6	(5.9)	(2.7)
Foreign rate differential	34.9	(25.7)	(4.2)
US Federal Rate Change	(19.3)		
Stock based compensation	12.8	(4.3)	(3.4)
Nondeductible expenses	17.6	(4.4)	(0.6)
Other	(1.0)	(2.4)	(0.9)
Transaction cost			(10.7)
	(336.6)%	3.6%	(2.3)%

The Company follows the guidance on Accounting for Uncertain Tax Positions. The guidance requires that a tax position meet a more likely than not threshold for the benefit of the uncertain tax position to be recognized in the financial statements. This threshold is to be met assuming that the tax authorities will examine the uncertain tax position. It also provides guidance with respect to the measurement of the benefit that is recognized for an uncertain tax position, when that benefit should be derecognized and other matters. The

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Company had no amounts recorded for any unrecognized tax benefits as of December 31, 2012. The Company s policy is to record estimated interest and penalties related to the underpayment of income taxes as a component of its income tax provision. As of December 31, 2012, the Company had no accrued interest or tax penalties recorded. The Company s income tax return reporting periods since December 31, 2008 are open to income tax audit examination by the federal and state tax authorities. The Company s foreign jurisdiction in the United Kingdom is also open for income tax audit examination since December 31, 2009. The Company s foreign jurisdictions in Canada and Austria are also open for income tax audit examination since December 31, 2008. The Company s foreign jurisdiction Spain is also open for income tax audit examination since December 31, 2006. In addition, as the Company has NOL carryforwards, the Internal Revenue Service is permitted to audit earlier years and propose adjustments up to the amount of NOL generated in those years.

Utilization of NOL and research and development credit carryforwards may be subject to a substantial annual limitation due to ownership changes that have occurred previously or that could occur in the future, as provided by Section 382 of the Internal Revenue Code of 1986, as well as similar state provisions. These ownership changes may limit the amount of NOL and research and development credit carryforwards that can be utilized annually to offset future taxable income and tax, respectively. The Company has performed an analysis under Section 382, as well as similar state provisions, in order to determine whether any limitations might exist on the utilization of NOLs and research and development credits carryforward due to ownership changes that have occurred previously. Based on this analysis, the Company has determined that while ownership changes have occurred during its history, a substantial portion of the NOLs and credits are available for future utilization net of any limitations.

In accordance with the Company s policy, the remaining undistributed earnings, if any, of its non-U.S. subsidiaries remain indefinitely reinvested as of the end of 2012 as they are required to fund needs outside the U.S. and may not be repatriated in a manner that is substantially tax free. It is not practicable to estimate the amount of additional tax, if any, that might be payable on this undistributed foreign income.

13. Segment Information

The Company has identified two reportable segments: North America and Europe. Both segments derive revenue primarily from self-service vehicle use by its members. The North America segment, which includes the United States and Canada, represented substantially all of the Company s revenue until the acquisition of Streetcar in 2010. The Europe segment includes the operations of the United Kingdom, Spain, since February 2012 when the Company acquired a majority ownership interest in Avancar, and Austria, since July 2012 when the Company acquired CarSharing.at. The Company does not allocate certain expenses, including corporate costs and overhead, amortization expense and stock-based compensation, to its segments. Therefore, corporate reconciling items are used to capture the items excluded from segment operating performance measures. No revenue was recorded from transactions between segments. Asset information by operating segment is not reported to or received by the chief operating decision maker, and therefore, the Company has not disclosed asset information for each of the operating segments.

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The Company s segment information is as follows:

	December 31, 2012	2011	2010
Revenue:			
North America	$ 231,806	$ 199,288	$ 157,304
Europe	47,062	42,361	28,797
Total segment revenue	278,868	241,649	186,101
Income (loss) before income taxes:			
North America	48,767	38,036	26,567
Europe	(2,666)	(3,799)	(1,524)
Total segment income before income taxes	46,101	34,237	25,043
Corporate expenses	(33,435)	(25,945)	(22,844)
Acquisition and integration costs	(1,766)	(5,626)	(5,627)
Merger related costs	(751)		
Stock-based compensation	(5,561)	(4,108)	(2,774)
Amortization of acquired intangible assets	(3,070)	(3,892)	(3,414)
Interest income	367	128	47
Interest expense (non-vehicle)	(77)	(5,024)	(5,245)
Other income, net	1,442	2,812	1,004
Loss before income taxes and noncontrolling interest	$ 3,250	$ (7,418)	$ (13,810)

	December 31, 2012	2011	2010
Interest expense:			
North America	$ 2,950	$ 2,303	$ 1,749
Europe	1,358	1,307	1,191
Total segment interest expense	4,308	3,610	2,940
Corporate interest expense	77	5,024	5,245
Total	$ 4,385	$ 8,634	$ 8,185

	December 31, 2012	2011	2010
Depreciation and amortization:			
North America	$ 26,826	$ 15,448	$ 4,525
Europe	8,945	8,044	4,274
Total segment depreciation	35,771	23,492	8,799
Corporate depreciation	2,412	1,756	1,389
Amortization of acquired intangible assets	3,070	3,892	3,414
Total	$ 41,253	$ 29,140	$ 13,602

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The Company s revenue and long-lived assets by geographic area is included in the following tables:

	December 31, 2012	2011	2010
Revenue:			
United States	$ 216,721	$ 185,965	$ 147,454
United Kingdom	43,739	42,856	28,797
Other	18,408	12,828	9,850
Total	$ 278,868	$ 241,649	$ 186,101

	December 31, 2012	2011
Long-lived assets:		
United States	$ 124,032	$ 76,809
International	35,318	26,980
Total	$ 159,350	$ 103,789

14. Subsequent events

On February 27, 2013, ZVF completed the closing of an amendment and extension of the 2010 Series and 2011 Series. These amendments and extensions extend the revolving period of both Series to December 31, 2013 and modify change of control definition in light of the Merger.

Litigation. On January 4, 2013, a putative class action lawsuit was filed in Suffolk County Superior Court in the Commonwealth of Massachusetts by Robert Karrasch, an alleged stockholder of the company (*Karrasch v.Zipcar, Inc. et al.*, Civil Action No. 13-0038-BLS2). The lawsuit alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duties. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as defendants comply with their obligation to maximize shareholder value and disclose all material information regarding the merger, an award of damages, and costs and expenses, including attorneys and experts fees and expenses. On January 25, 2013, the parties to this lawsuit filed with the court an agreed upon order, which the court signed, in which the plaintiff agreed not to seek any relief in the Massachusetts courts prior to the closing of the merger, and to seek any such relief in the Delaware courts. In exchange, defendants agreed to provide plaintiff with any discovery provided to the plaintiffs in the pending Delaware proceedings, described further below, and not to oppose plaintiff s attempt to intervene in the Delaware litigation. On February 21, 2013, the plaintiff moved to intervene in Delaware litigation.

On January 7, 2013, a putative class action lawsuit was filed in Middlesex County Superior Court in the Commonwealth of Massachusetts by Blair Holbrook, an alleged stockholder of the company (*Holbrook v. Zipcar, Inc. et al*., Civil Action No. 13-0060). The lawsuit alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duties. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders and disclose all material information regarding the merger, rescission of the merger agreement, an award of damages, and costs and expenses, including attorneys and experts fees and expenses. In connection with the agreed order described above in the Karrasch matter, counsel for plaintiff Holbrook has agreed to consolidate this matter with the Karrasch matter above, and therefore to subject this litigation to the same terms of the agreed order in that matter. On February 21, 2013, the plaintiff moved to intervene in the Delaware litigation.

On January 8, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Martin Bertisch, an alleged stockholder of the company (*Bertisch v. Zipcar, Inc. et al.*, Transaction ID 48803240, C.A. No. 8185). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees and expenses.

On January 8, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Bruce H. Paul, an alleged stockholder of the company (*Paul v. Zipcar, Inc. et al.*, Transaction ID 48818538, C.A. No. 8192). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, an award of damages and costs and expenses, including attorneys and experts fees and expenses.

On January 9, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Joseph Morcos, an alleged stockholder of the company (*Morcos v. Zipcar, Inc. et al.*, Transaction ID 48840033, C.A. No. 8200). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar, Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, an award of damages and costs and expenses, including attorneys and experts fees and expenses.

On January 16, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Allen Srulowitz, an alleged stockholder of the company (*Srulowitz v. Zipcar, Inc. et al.*, Transaction ID 48977007, C.A. No. 8226). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Zipcar and Avis Budget aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders, rescission of the merger agreement, and an award of costs and expenses, including attorneys and experts fees and expenses.

On January 16, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Evan Hecker, an alleged stockholder of the company (*Hecker v. Zipcar, Inc. et al.*, Transaction ID 48980399, C.A. No. 8227). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger until such time as the company implements a procedure to obtain the highest possible value for stockholders, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees.

On January 17, 2013, a putative class action lawsuit was filed in the Court of Chancery of the State of Delaware, by Jim Billups, an alleged stockholder of the company (*Billups v. Zipcar, Inc. et al.*, Transaction ID 48989086, C.A. No. 8229). The lawsuit alleges: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, and that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, an order directing our board of directors to maximize shareholder value in any proposed sale of the company, and an award of costs and expenses, including attorneys and experts fees.

On January 25, 2013, the Court of Chancery of the State of Delaware issued an order granting the request by each of the six Delaware plaintiffs to have their lawsuits consolidated into one matter, now entitled *In re Zipcar, Inc. Stockholder Litigation*, C.A. No. 8185-VCP, Transaction ID 49105339. On January 30, 2013, the Delaware plaintiffs filed a verified consolidated amended complaint, or the amended complaint. The amended complaint alleges, among other things: (i) that the members of our board of directors breached their fiduciary duties to stockholders in negotiating and approving the merger agreement, that the merger consideration negotiated in the merger agreement improperly undervalues the company, that certain members of the board of directors put their financial interest ahead of that of the stockholders by favoring a sale over an option for long term growth, that the company s stockholders will not likely receive adequate or fair value for their Zipcar common stock in the merger, that the terms of the merger agreement impose improper deal protection devices that will preclude competing offers, and that the preliminary proxy statement filed with the SEC on January 22, 2013 failed to disclose all material information necessary for stockholders to make an informed vote on the proposed merger; and (ii) that Avis Budget and Merger Sub aided and abetted the purported breaches of fiduciary duty. The lawsuit seeks, among other things, an injunction against the consummation of the merger, rescission in the event that the merger has already been consummated prior to the entry of the court s final judgment or an award of rescissory damages, and an award of costs and expenses, including attorneys and experts fees.

On February 26, 2013, solely to avoid the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, the Company agreed to settle all of the pending litigation relating to the merger with Avis Budget. The settlement provides, among other things, that the parties will seek to enter into a stipulation of settlement which provides for the conditional certification of the merger-related litigation as a non-opt-out class action pursuant to Court of Chancery Rule 23 on behalf of a class consisting of all record and

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beneficial owners of our common stock during the period beginning on December 31, 2012 through the date of the consummation of the proposed merger, including any and all of their respective successors in interest, predecessors and representatives, and the release of all asserted claims. As part of the settlement, the Company has agreed to make certain additional disclosures related to the proposed merger and to waive a provision of the confidentiality agreement between us and one of the other potential acquirers that would prohibit that party from requesting a waiver of its standstill obligations under the confidentiality agreement. The additional disclosures were made in a Current Report on Form 8-K filed with the SEC on February 26, 2013. The asserted claims will not be released until such stipulation of settlement is approved by the court. There can be no assurance that the parties will ultimately enter into a stipulation of settlement or that the court will approve such settlement even if the parties were to enter into such stipulation. The settlement will not affect the merger consideration to be received by our stockholders. In connection with the settlement, the Company may be liable for the plaintiffs attorneys fees and costs; however, as of this time any such fee award is uncertain and no reasonable estimate can be made.

The Company carries a director and officer insurance policy which may cover some or all of the cost of this matter subject to at $500 retention.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2012. Our disclosure controls and procedures are designed to provide reasonable assurance that information we are required to disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures, and is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. There is no assurance that our disclosure controls and procedures will operate effectively under all circumstances. Based upon the evaluation described above, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2012, our disclosure controls and procedures were effective at the reasonable assurance level.

Management s Annual Report on Internal Control over Financial Reporting

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officer and effected by the Company s board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company s internal control over financial reporting as of December 31, 2012. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control Integrated Framework*.

Based on our assessment, management, with the participation of our Chief Executive Officer and Chief Financial Officer, concluded that, as of December 31, 2012, our internal control over financial reporting was effective based on those criteria.

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The effectiveness of the Company s internal control over financial reporting as of December 31, 2012 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report, which is included in Item 8 of this annual report on Form 10-K.

Changes in Internal Control Over Financial Reporting

No changes in our internal control over financial reporting occurred during the quarter ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. ***Other Information***

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name, age and position of each of our directors and executive officers as of December 31, 2012.

Name	Age	Position
Scott W. Griffith	53	Chairman of the Board and Chief Executive Officer
Stephen M. Case (3)	54	Director
Donn Davis (2)	50	Director
Edward P. Gilligan (1)	53	Director
Edward G. Goldfinger	51	Chief Financial Officer
William W. Helman (3)	54	Director
Robert C. Kagle (2)	57	Director
John F. Kenny, Jr. (1)(2)	55	Director
John J. Mahoney, Jr. (1)(4)	61	Director
Mark D. Norman	45	President and Chief Operating Officer
Margaret C. Whitman (3)	56	Director

(1) Member of the audit committee.
(2) Member of the compensation committee.
(3) Member of the nominating and corporate governance committee.
(4) Lead independent director.

Scott W. Griffith has served as our Chief Executive Officer and a member of our board of directors since February 2003 and as Chairman of our board of directors since 2007. For his accomplishments at Zipcar, Mr. Griffith was named one of BusinessWeek s Best Leaders of 2006, was the recipient of Babson College s 2006 ELiTE Award for entrepreneurship, was selected as a finalist for the Ernst & Young Entrepreneur Of The Year Award in 2007, was honored as a 2009 All-Star of New England s Innovation Economy by Mass High Tech and was the winner of Corporate Responsibility Magazine s Social Entrepreneur category in the publication s 2010 Responsible CEO of the Year Awards. In 2011, Root Cause, a nonprofit firm working to advance solutions to social issues, presented its first Business Innovator Award to Mr. Griffith. As a leading authority on transportation and the benefits of car sharing, Mr. Griffith has been interviewed by the world s top news outlets, including The Wall Street Journal, Newsweek, New York Times, CNN, CNBC, USA Today, Associated Press, CBS-TV, FOX-TV, ABC World News Tonight and Time Magazine. Prior to Zipcar, Mr. Griffith held senior-level positions at The Boeing Company, one of the world s major aerospace firms,

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Information America, an Atlanta-based provider of online, public record information, and The Parthenon Group, a boutique, business strategy and investment firm. Mr. Griffith is a member of the board of directors of The Alliance for Business Leadership, a non-partisan alliance of CEOs, executives, entrepreneurs, and investors working to promote long-term economic growth and prosperity for all. He is also Chair of the Leadership Council at Massachusetts General Hospital s Cancer Center. Mr. Griffith holds a B.S. in Engineering from Carnegie Mellon University and an M.B.A. from the University of Chicago. Mr. Griffith s leadership, comprehensive knowledge of the car sharing industry, personal passion, strategic vision and inside perspective of the day-to-day operations of Zipcar make him a critical asset to our board.

Stephen M. Case has served as a member of our board of directors since October 2010. Mr. Case co-founded Revolution LLC in April 2005 and has served as its Chairman and Chief Executive Officer since that time. Since August 2011, Mr. Case has served as a Partner of Revolution Growth, a division of Revolution LLC that invests in high-growth consumer companies. Mr. Case served as the Chairman of America Online, Inc., an interactive services company, and its successor, AOL Time Warner from 1995 through January 2003 and continued to serve as a director of AOL Time Warner through December 2005. From 1991 through January 2000, Mr. Case also served as Chief Executive Officer of America Online, which he co-founded in 1985 as Quantum Computing Services. Mr. Case has served on the board of directors of Maui Land & Pineapple Company, a real estate management and development company, since December 2008. Mr. Case is a member of President Obama s Council on Jobs and Competitiveness, chairman of the Startup America Partnership, co-chair of the National Advisory Council on Innovation and Entrepreneurship and co-chair of The Democracy Project. Mr. Case also serves as Chairman of Exclusive Resorts LLC, a company that operates exclusive vacation homes and resorts, as well as two non-profit organizations the Case Foundation, a private family foundation, and Accelerate Brain Cancer Cure (ABC2), an entrepreneurial approach to funding brain cancer research. In addition, Mr. Case was a founding organizer of Business Strengthening America and has served as vice chair of the Committee to Encourage Corporate Philanthropy and was also honored with the National Mentoring Partnership Leadership Award. Mr. Case holds a B.A. in political science from Williams College. Mr. Case s extensive executive leadership experience, many years of service as a director and chairman of a large public company, and his extensive knowledge of our company and industry provide him with a breadth of relevant management, operational and financial qualifications to serve as a member of our board of directors.

Donn Davis has served as a member of our board of directors since October 2007. Mr. Davis co-founded Revolution LLC in April 2005 and served as Revolution LLC s President from January 2006 to December 2008, Strategic Advisor from January 2009 to December 2009 and again President since January 2010. Since August 2011, Mr. Davis has served as a Partner of Revolution Growth, a division of Revolution LLC that invests in high-growth consumer companies. Mr. Davis served as Chief Executive Officer of Exclusive Resorts LLC, a company that operates exclusive vacation homes and resorts, from July 2004 to August 2007, and as Exclusive Resorts Executive Chairman from August 2007 to November 2009. From March 1998 to June 2003, Mr. Davis served as a senior executive in various roles at America Online, Inc., an interactive services company, and its successor company, AOL Time Warner. Mr. Davis holds a B.S. in Finance from Miami University (Ohio) and a J.D. from the University of Michigan Law School. Mr. Davis s extensive executive leadership experience and business acumen qualify him to serve as a member of our board of directors.

Edward P. Gilligan has served as a member of our board of directors since May 2012. Mr. Gilligan has been Vice Chairman of American Express Company, a global service company, since July 2007 and head of its global consumer, small business and network businesses since October 2009. From July 2007 to October 2009, he was head of the American Express Global Business-to-Business Group. From 2005 to July 2007, he was Group President of American Express International & Global Corporate Services. Mr. Gilligan has served on the board of directors of Concur Technologies, Inc., a leading provider of integrated travel and expense management solutions, since 2008. Mr. Gilligan holds a B.S. in Economics and Management from New York University. Mr. Gilligan s experience in senior management roles, extensive business leadership and acumen and services as an executive officer of a large public company qualify him to serve as a member of our board of directors.

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Edward G. Goldfinger has served as our Chief Financial Officer since September 2007. Prior to joining Zipcar, Mr. Goldfinger served as Chief Financial Officer of Spotfire, a business intelligence and analytics software company, from March 2007 until Spotfire was acquired in June 2007. Prior to joining Spotfire, Mr. Goldfinger was employed by Empirix Inc., a provider of service quality assurance solutions, where he served as Chief Executive Officer from November 2003 to December 2006 and as Chief Financial Officer from March 2002 to November 2003. From December 2006 to March 2007, Mr. Goldfinger served as an independent consultant. Before joining Empirix, Mr. Goldfinger served as Chief Financial Officer of Sapient Corporation, an IT consulting firm, and held positions with PepsiCo, Inc., most recently, the Chief Financial Officer of the Latin American beverage business. He began his career with KPMG. Mr. Goldfinger holds a B.S. in Economics from the Wharton Undergraduate Program at the University of Pennsylvania.

William W. Helman has served as a member of our board of directors since October 2006. Since 1988, Mr. Helman has served as a partner of Greylock Partners, a venture capital firm that he joined in 1984. Mr. Helman has served on the board of directors of Ford Motor Company since September 2011 and has served on the board of directors of several privately-held companies. He holds an A.B. from Dartmouth College and an M.B.A. from Harvard Business School. Mr. Helman has over 25 years of experience as a venture capitalist, bringing to our board of directors a keen understanding of the interplay between management and the board.

Robert C. Kagle has served as a member of our board of directors since July 2005. Mr. Kagle has served as a General Partner of Benchmark Capital since its founding in 1995. Mr. Kagle also has served on the board of directors of ZipRealty, Inc., a publicly-traded residential real estate firm, since 1999. Previously, Mr. Kagle served on the boards of directors of Jamba, Inc. and its predecessor from 1996 to 2009, eBay, Inc. from 1997 to 2008 and E-LOAN, Inc. from 1998 to 2005. Mr. Kagle holds a B.S. in electrical and mechanical engineering from the General Motors Institute (renamed Kettering University) and an M.B.A. from Stanford University Graduate School of Business. Mr. Kagle brings to our board of directors more than 25 years of experience as a venture capitalist and director of numerous public and private companies.

John F. Kenny, Jr. has served as a member of our board of directors since February 2010. Mr. Kenny has served as Managing Director of New Day Capital, LLC, a private investment and consulting firm, since April 2010. Previously, he was employed by Iron Mountain Incorporated, a provider of information protection and storage services, where he served as Executive Vice President, Corporate Development from May 2007 to June 2009 and Executive Vice President and Chief Financial Officer from 1997 to 2007. Mr. Kenny also served as a director of Iron Mountain from March 2000 to May 2007. He served as an independent consultant from June 2009 to April 2010. Mr. Kenny holds a B.S. in mechanical engineering from The Massachusetts Institute of Technology and an M.B.A. from Harvard Business School. Mr. Kenny s many years serving as both a senior executive and director of a large public company provides a breadth of relevant management, operational and financial qualifications to serve as a member of our board of directors.

John J. Mahoney, Jr. has served as a member of our board of directors since October 2010 and as our lead independent director since September 2012. Mr. Mahoney is the former Vice Chairman of Staples Inc., the world s largest office supply chain store, having retired from Staples in July 2012. At Staples he served as Vice Chairman from February 2012 through July 2012, Vice Chairman and Chief Financial Officer from January 2006 to January 2012, Executive Vice President, Chief Administrative Officer and Chief Financial Officer from October 1997 to January 2006, and Executive Vice President and Chief Financial Officer from September 1996, when he first joined Staples, to October 1997. Before joining Staples, Mr. Mahoney was a partner with the accounting firm of Ernst & Young, where he worked for 20 years, including serving in the firm s National Office Accounting and Auditing group. He has served on the board of directors of Chico s FAS, Inc., a public company clothing retailer, since 2007. He also served on the board of directors of Tweeter Home Entertainment Group, a specialty consumer electronics retailer, from April 2004 to May 2007. Mr. Mahoney graduated from the College of the Holy Cross in Worcester, Massachusetts and earned his M.B.A. from Northeastern University. Mr. Mahoney s extensive retail experience and broad functional skill set give him an appreciation for the business practices that are critical to the success of a growing company such as ours and his breadth of financial and accounting expertise and experience position him well to serve as chairman of our audit committee.

Mark D. Norman has served as our President and Chief Operating Officer since November 2007. Mr. Norman previously served as Chief Executive Officer of Flexcar from June 2006 until our acquisition of Flexcar in November 2007. Prior to joining Flexcar, Mr. Norman served as an independent consultant from November 2005 to June 2006, President and Chief Executive Officer of DaimlerChrysler Canada from January 2004 to November 2005 and Vice President of Sales & Marketing Operations for the Chrysler Group from November 2001 to December 2003. Prior to joining DaimlerChrysler, Mr. Norman was employed by the Ford Motor Company where he held various sales, marketing, manufacturing and business development positions. Mr. Norman holds a B.A. in Economics from Rice University and an M.B.A. from Harvard Business School.

Margaret C. Whitman has served as a member of our board of directors since February 2011. Since September 2011, Ms. Whitman has served as President and Chief Executive Officer of the Hewlett-Packard Company, a multinational information technology corporation. From March 2011 to September 2011, Ms. Whitman served as a part-time strategic advisor to Kleiner, Perkins, Caulfield & Byers, a private equity firm. She served as President and Chief Executive Officer of eBay Inc., the world s largest online marketplace and payments company, from February 1998 to March 2008, and she served as a member of eBay s board of directors from February 1998 to January 2009. Prior to eBay, Ms. Whitman served in senior leadership positions at Bain & Co., a global business consulting firm, The Walt Disney Company, an international family entertainment and media enterprise, Stride Rite Corporation, a footwear company, Florists Transworld Delivery, a national floral service, and Hasbro, Inc., a toy company. Ms. Whitman also served as a member of the board of directors of Dreamworks Animation SKG from April 2005 to December 2008. Ms. Whitman currently serves on the board of directors of the Hewlett-Packard Company, to which she was elected in January 2011, and the board of directors of The Procter & Gamble Company, on which she served from January 2003 to December 2008, and to which she was re-elected in February 2011. Ms. Whitman holds an A.B. in economics from Princeton University and an M.B.A. from Harvard Business School. Ms. Whitman s extensive business and leadership experience and broad functional skill set give her an appreciation for the business practices that are critical to the success of a growing company such as ours.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, or the Exchange Act, requires our directors, executive officers and holders of more than 10% of our common stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. We are required to disclose any failure to file any of these reports on a timely basis. Based solely on our review of the copies of the forms that we received from the filers, we believe that all of these requirements were satisfied during the year ended December 31, 2012.

Code of Business Conduct and Ethics

In July 2010, we adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and have posted it on the Investor Relations Corporate Governance section of our website, www.zipcar.com. Alternatively, you can request a copy of this document by writing to our Secretary at the following address: Zipcar, Inc., 25 First Street, 4th Floor, Cambridge, Massachusetts 02141. In addition, we intend to post on our website all disclosures that are required by law or Nasdaq Stock Market listing standards concerning any amendments to, or waivers from, any provision of the code.

Committees of the Board of Directors

Our board has established three standing committees audit, compensation, and nominating and corporate governance each of which operates under a charter that has been approved by our board. Copies of each committee s charter are posted on our website at www.zipcar.com. Our board has determined that all of the members of each of the board of directors three standing committees satisfy the independence standards for those committees established by applicable SEC and Nasdaq Stock Market rules, including, in the case of all members of the audit committee, the independence requirements contemplated by Rule 10A-3 under the Exchange Act.

Audit Committee

The members of our audit committee are Messrs. Mahoney (Chair), Gilligan and Kenny. Our board of directors has determined that Mr. Mahoney is an audit committee financial expert as defined by applicable SEC rules. The audit committee met six times during the fiscal year ended December 31, 2012. The audit committee s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our registered public accounting firm;
- overseeing the work of our registered public accounting firm, including through the receipt and consideration of reports from such firm;
- reviewing and discussing with management and the registered public accounting firm our annual and quarterly financial statements and related disclosures;
- monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- discussing our risk management policies;
- establishing policies regarding hiring employees from the registered public accounting firm and procedures for the receipt and retention of accounting-related complaints and concerns;
- meeting independently with our registered public accounting firm and management;
- reviewing and approving or ratifying any related person transactions; and
- preparing the audit committee report required by SEC rules.

Compensation Committee

The members of our compensation committee are Messrs. Kenny (Chair), Davis and Kagle. The compensation committee met eight times during the fiscal year ended December 31, 2012. The compensation committee s responsibilities include:

- reviewing and recommending for approval by the board our chief executive officer s compensation;
- reviewing and approving the compensation of our other executive officers;

overseeing an evaluation of our senior executives;

overseeing and administering our cash and equity incentive plans;

reviewing and making recommendations to our board with respect to director compensation;

reviewing and discussing annually with management our Compensation Discussion and Analysis ;

preparing the annual compensation committee report required by SEC rules; and

reviewing and making recommendations to the board with respect to management succession planning.

Nominating and Corporate Governance Committee

The members of the nominating and corporate governance committee are Messrs. Case (Chair) and Helman and Ms. Whitman. The nominating and corporate governance committee met twice during the fiscal year ended December 31, 2012. The nominating and corporate governance committee s responsibilities include:

- identifying individuals qualified to become board members;
- recommending to our board the persons to be nominated for election as directors and to each of the board s committees;
- developing and recommending to our board corporate governance guidelines; and
- overseeing an annual self-evaluation of the board.

In considering whether to recommend any particular candidate for inclusion in the board s slate of recommended director nominees, the nominating and corporate governance committee will apply the following: the candidate s integrity, business acumen, knowledge of our business and industry, experience, diligence, freedom from conflicts of interest and the ability to act in the interests of all stockholders. The value of diversity on our board should be considered by the nominating and corporate governance committee. The committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the board to fulfill its responsibilities. We do not discriminate against candidates based on their race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates. The committee will evaluate stockholder-recommended candidates by substantially following the same process and applying the same criteria as it follows for candidates submitted by others. Stockholders also have the right under our bylaws to directly nominate director candidates, without any action or recommendation on the part of the committee or the board of directors.

Item 11. Executive Compensation

EXECUTIVE AND DIRECTOR COMPENSATION AND RELATED MATTERS

Compensation Discussion and Analysis

This compensation discussion and analysis discusses the material elements of our executive compensation program as it relates to the following individuals, whom we refer to as our named executive officers:

- Scott W. Griffith, *Chairman and Chief Executive Officer*;
- Mark D. Norman, *President and Chief Operating Officer*;
- Edward G. Goldfinger, *Chief Financial Officer*; and
- Robert J. Weisberg, *Chief Marketing Officer*.

Mr. Weisberg separated from employment with us effective August 17, 2012.

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Overview of Compensation

The compensation committee of our board of directors oversees our executive compensation program. In this role, our compensation committee designs, implements, reviews and recommends for approval by the board our chief executive officer s compensation and reviews and approves the compensation of our other executive officers. The compensation committee designs our executive compensation program to achieve the following primary objectives:

Objective	Corresponding Design Element
Attract and retain superior executive talent	Compensation programs are designed to be fair, reasonable and competitive relative to the market
	Compensation committee reviews market compensation data with the advice of an independent compensation consultant
	Compensation packages are individualized to recognize outstanding contributions and/or tailor compensation packages to attract key individuals
Promote our long-term business and growth strategies	Compensation programs are heavily weighted toward compensation based on our operating performance
	The value of cash incentive awards directly reflect performance against individual and corporate goals
Align pay with performance	Variable compensation represents a significant portion of executives overall compensation opportunity
Encourage the creation of stockholder value	Realization of a substantial portion of total compensation opportunity depends on performance of our common stock
	Equity incentive awards align compensation with stockholders interests

Elements of Total Compensation and Relationship to Performance

Key elements of our compensation programs include base salary, an annual cash bonus and equity incentive compensation, which is typically subject to multi-year vesting based on continued service and is currently exclusively in the form of stock options, the value of which depend on the performance of our common stock price.

Our compensation committee assesses the performance of our executives in part based on specific measures and targets established by the compensation committee and our board of directors generally in the first quarter of the calendar year. However, compensation decisions are not driven entirely by financial performance assessments. In setting the compensation of our named executive officers, our compensation committee reviews compensation data of companies in our peer group, as described below under the heading Defining and Comparing Compensation to Market Benchmarks. The committee also relies on its members business judgment and collective experience in their respective industries, including the technology industry.

For executive officers other than our chief executive officer, our compensation committee has historically sought and considered input from our chief executive officer regarding such executive officers responsibilities, performance and compensation. Specifically, our chief executive officer provides input and recommendations regarding base salary adjustments, if any, bonus targets for performance-based bonuses, equity award levels and

the short-term and long-term financial and non-financial performance goals that are used throughout our compensation plans, and advises the compensation committee regarding the compensation program s ability to attract, retain and motivate executive talent. Our compensation committee views each component of executive compensation as related but distinct, and also reviews total compensation of our executive officers to ensure that our overall compensation objectives are met. Our compensation committee has and exercises the discretion to materially increase or decrease the compensation amounts recommended by our chief executive officer.

Our compensation committee routinely meets in executive session, and our chief executive officer is not permitted to attend compensation committee or board of directors discussions regarding his own compensation.

Compensation Determination Process

Compensation for our named executive officers is individualized and has been based on a variety of factors, including, in addition to the factors listed above, our financial condition and available resources, our need for that particular executive position, our board of directors evaluation of the competitive market based on the experience of our board members with other companies and their review of our peer group compensation data described below, the length of service of an executive and the compensation levels of our other executive officers, each as of the time of the applicable compensation decision. Our compensation committee and board of directors review the performance of each named executive officer on an annual basis during the first quarter of each year, and based on this review and the factors described above, set the executive compensation package, including base salary, annual cash bonus payments and long-term equity incentives, for each executive officer for the coming year.

Defining and Comparing Compensation to Market Benchmarks

In September 2011, our compensation committee retained Pearl Meyer & Partners, or PM&P, as its independent compensation consultant to advise it on all matters related to executive compensation and general compensation programs and continues to retain PM&P for such purpose. PM&P assists the compensation committee by providing comparative market data on compensation practices and programs based on an analysis of comparable peer companies. Our compensation committee uses this peer group data in determining all elements of our executive officers compensation. PM&P also provides guidance on industry best practices. PM&P advised our compensation committee in determining 2012 base salaries, bonus targets and long-term equity incentives for our executives.

With the assistance of PM&P, in December 2011, the compensation committee selected a compensation peer group for purposes of setting fiscal year 2012 compensation. For fiscal year 2012, the peer group consists of the following 12 publicly traded companies, selected because they have one or more business model characteristics similar to ours, including revenue, market capitalization, positive sales growth, similar stage (post-IPO) of business life cycle, strong brand recognition, first mover advantage, providing a strong and recognizable user experience, a large field operations component, international sales and presence, growth strategy focused on both organic and inorganic growth, sustainability focus and multiple sales channels:

Ancestry.com	Pandora Media
Blucora	Rosetta Stone
Constant Contact	Shutterfly
iRobot	Under Armour
lululemon athletica	United Online
OpenTable	VistaPrint

The compensation committee has considered certain factors relating to PM&P s independence and has determined that PM&P s work has not given rise to any conflict of interest.

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Compensation Mix

We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our compensation objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions, and our compensation committee does not have any policies for allocating compensation between long-term and short-term compensation or cash and non-cash compensation. We believe an appropriate mix of compensation elements should reward recent results and encourage our executive officers to achieve high levels of long-term performance. We seek to achieve this mix by compensating our executive officers primarily through a combination of base salary, cash bonuses and equity incentive awards. We do not take a systematic approach to targeting base salary, cash bonus opportunity and equity incentives as certain proportions of total compensation. Instead, the compensation committee, with input from our chief executive officer (except as to his own compensation), determines the mix of compensation elements for each executive officer taking into consideration a number of factors, including benchmarking data, our historical results and such executive officer s contributions to the achievement of those results, the experience, skills, knowledge and responsibilities of such executive officer, internal comparables, tenure and other similar factors, in order to achieve our compensation objectives, reward recent results and encourage long-term performance.

Base Salary. We use base salaries to recognize the experience, skills, knowledge and responsibilities of our employees, including our executive officers. Base salaries for our named executive officers typically are established through arm s-length negotiation at the time the executive is hired, taking into account the executive s qualifications, experience and prior salary. None of our executive officers is currently party to an employment agreement that provides for automatic or scheduled increases in base salary. However, on an annual basis, our compensation committee reviews and evaluates for adjustment the base salaries of our executive officers based on the scope of an executive s responsibilities, prior experience, individual performance, company-wide performance and compensation data from our peer group for the applicable year. Decisions regarding salary increases may take into account the executive officer s current salary, equity ownership and the amounts paid to an executive officer s peers inside our company. Base salaries are also reviewed and adjusted, as deemed appropriate, in the case of promotions or other significant changes in responsibility. Generally, our compensation committee seeks to set base salaries at levels that are consistent with pay at or near the median level of our compensation peer group.

Effective as of January 1, 2012, the compensation committee approved base salary increases for Messrs. Griffith, Norman and Goldfinger in order to make their salaries more competitive with those of similarly situated executives in our peer group and based on their overall performance and the growth of our company. The compensation committee determined that Mr. Weisberg s base salary was already at or above the median level of the peer group for 2012 and therefore, the compensation committee did not increase Mr. Weisberg s base salary for 2012.

The following table shows the changes to the base salaries of our named executive officers made in 2012:

	Fiscal 2011 Base Salary	Percentage Increase	Fiscal 2012 Base Salary
Scott W. Griffith *Chairman and Chief Executive Officer*	$ 400,000	8.8 %	$ 435,000
Mark D. Norman *President and Chief Operating Officer*	$ 350,000	4.3 %	$ 365,000
Edward G. Goldfinger *Chief Financial Officer*	$ 265,000	9.4 %	$ 290,000
Robert J. Weisberg *Chief Marketing Officer*	$ 275,000	0.0 %	$ 275,000

Annual Cash Bonus. We provide an annual cash bonus for our executive officers. Annual cash bonuses are intended to reward our executives for the achievement of corporate strategic, operational, financial and individual goals. Individual goals are tied to the particular area of expertise of the executive officer and his performance in attaining those objectives relative to external forces and overall individual effort. Our board of directors and compensation committee works with our chief executive officer to develop and approve the performance goals for each executive and our company as a whole. Our board of directors and compensation committee have historically worked, and intend to continue to work, with our chief executive officer and our other executive officers to develop aggressive goals that we believe can be achieved by us and our executive officers with hard work. The goals established by our board of directors and compensation committee are based on our historical operating results and growth rates, as well as our expected future results, and are designed to require significant effort and operational success on the part of our executives and our company.

Amounts payable under the annual cash incentive bonus plan are generally calculated as a percentage of the applicable executive s base salary. Each executive officer has a target bonus percentage determined by our board of directors and compensation committee. Executive officers are eligible to earn more or less than their target bonus amounts based on the level of performance actually attained.

In February 2012, our compensation committee approved the 2012 target bonus levels for our executive officers. For the year ending December 31, 2012, the target percentage and dollar amount for the annual cash bonus for each of our named executive officers, based on 100% achievement of the performance targets discussed below, were as follows:

Name and Principal Position	**Target Annual Cash Bonus as a Percentage of Base Salary**	**Target Annual Cash Bonus**	
Scott W. Griffith *Chairman and Chief Executive Officer*	100 %	$	435,000
Mark D. Norman *President and Chief Operating Officer*	60 %	$	219,000
Edward G. Goldfinger *Chief Financial Officer*	60 %	$	174,000
Robert J. Weisberg *Chief Marketing Officer*	40 %	$	110,000

The 2012 cash incentive plan was based 70% on financial performance metrics and 30% on individual objectives for each executive.

No variable compensation payments under the 2012 cash incentive plan would have been made with respect to a financial target unless at least 90% of the revenue target and at least 75% of the Adjusted EBITDA target had been achieved. If these thresholds were met, then to the extent the achievement of either of the financial targets was greater than 100%, variable compensation payouts associated with such target may have exceeded 100%, up to a maximum of 175%, and additional variable compensation amounts may have been calculated on a straight line basis.

30% of each executive s target bonus was expected to be based on individual objectives because the committee believed it was important that a significant portion of the bonus be based on individual contribution. The individual objectives were as follows:

Mr. Griffith s individual objectives generally related to leadership of our board of directors, lead organization to support revenue growth, strategy development and execution of plans to expand Zipcar and the brand internationally and general oversight and leadership of the senior management team.

Mr. Norman s individual objectives generally related to establishing and maintaining initiatives regarding operational excellence, development of a strong operating team, directing initiatives to support revenue growth, direct new product offerings, and organization and management of our ongoing efforts to improve the customer experience.

Mr. Goldfinger s individual goals generally related to managing investor relations risk management, Sarbanes-Oxley compliance, financial oversight for international expansion, finance strategies to support revenue growth and running a public-company level finance organization.

Mr. Weisberg s individual goals generally related to the continuing development of a strong marketing organization, developing and executing member marketing programs and positioning initiatives and enhancing and aligning our international marketing and branding efforts.

Our compensation committee designed the 2012 targets to require significant effort and operational success on the part of the executives and Zipcar.

Our compensation committee determined that in 2012, each of our named executive officers, other than Mr. Weisberg, who was not evaluated because he separated from employment with us in 2012, performed well against his respective individual objectives, as well as provided a leading role in connection with the transaction with Avis Budget. As a result of their performance against their individual objectives and our performance against the revenue and earnings targets, the named executive officers were entitled to bonus payouts for 2012 at the following levels: Mr. Griffith, $359,651; Mr. Goldfinger, $137,077 and Mr. Norman, $183,711. Mr. Weisberg did not receive a bonus payout for 2012.

Long-Term Equity Incentives. Our equity award program is the primary vehicle for offering long-term incentives to our executives. While we do not have any equity ownership guidelines for our executives, we believe that equity grants provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. All stock options are granted with exercise prices equal to the fair market value of our common stock on the date of grant. Because employees profit from stock options only if our stock price increases relative to the stock option s exercise price, we believe stock options provide meaningful incentives to employees to achieve increases in the value of our stock over time. In addition, the vesting feature of our equity grants contributes to executive retention by providing an incentive to our executives to remain in our employ during the vesting period. Our executives are eligible to receive stock-based awards pursuant to our 2011 stock incentive plan. Under this plan, executives are eligible to receive grants of stock options, restricted stock awards, restricted stock unit awards, stock appreciation rights and other stock-based equity awards at the discretion of the compensation committee.

We grant stock option awards to our named executive officers at the time they commence employment with us and periodically thereafter in connection with their promotion (if applicable), to reward them, for retention purposes or for other circumstances recommended by the compensation committee, or by our chief executive officer for executive officers other than himself. In connection with their review of all compensation elements, on an annual basis, our compensation committee determines whether to make additional grants to each of our named executive officers based on peer group benchmarking data and each such executive officer s performance, skill set, tenure and current holdings of equity awards.

Typically, the initial stock options we grant to our executives vest at a rate of 25% at the end of the first year and in equal monthly installments over the succeeding three years. Subsequent grants to our executives vest in equal monthly installments over four years. Vesting ceases upon termination of employment and exercise rights cease shortly thereafter except in the case of death or disability. Prior to the exercise of an option, the holder has no rights as a stockholder with respect to the shares subject to such option, including voting rights or the right to receive dividends or dividend equivalents.

In February 2012, our board of directors granted options to Messrs. Griffith, Norman and Goldfinger to purchase 220,000, 75,000 and 75,000 shares of our common stock, respectively. Each of these options vests in 48 equal monthly installments beginning on the one-month anniversary of the vesting commencement date. The exercise price for each of these option grants was $13.28 per share, the closing price of our common stock on the Nasdaq Global Select Market on the grant date. Based primarily on this recent stock option grant and peer group benchmarking data, the board of directors determined not to grant an option to Mr. Weisberg in 2012.

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Benefits and Other Compensation. We maintain broad-based benefits that are provided to all employees, including our 401(k) plan, flexible spending accounts, medical, dental and vision care plans, life and accidental death and dismemberment insurance policies and long-term and short-term disability plans. Executive officers are eligible to participate in each of these programs on the same terms as non-executive employees. Our 401(k) plan is a tax-qualified retirement savings plan pursuant to which all U.S.-based employees, including executive officers, may contribute the lesser of up to 90% of their annual salary or the limit prescribed by the Internal Revenue Service on a before-tax basis. While our 401(k) plan permits an employer match, we do not currently provide one. We do not provide any retirement benefits separate from the 401(k).

We do not currently offer any reportable perquisites to our executive officers.

Severance and Change-of-Control Benefits. We consider the maintenance of our executive management team to be essential to protecting and enhancing our best interests and recognize that the uncertainty which may exist among our named executive officers with respect to their at-will employment with us may result in the their departure or distraction to our detriment. To encourage the continued attention and dedication of our named executive officers, we have agreed, pursuant to offer letters we have executed with each named executive officer, the terms of which are described below under Offer Letter Agreements, to provide each of Messrs. Griffith, Norman, Goldfinger and Weisberg severance benefits, including accelerated vesting of stock options, if their respective employment terminates under certain circumstances. The offer letters do not provide for any tax gross-up payments to our named executive officers. Mr. Weisberg s employment with us terminated on August 17, 2012 and, as of December 31, 2012, he had received $100,481 pursuant to a separation agreement and release.

Upon the closing of the proposed merger with Avis, each outstanding option held by our named executive officers will be accelerated, become fully vested and be cancelled prior to the closing of the transaction in exchange for an amount of cash equal to the amount by which the merger consideration in the transaction exceeds the exercise price of the applicable cancelled option, if at all, multiplied by the number of shares of our common stock subject to such option.

Tax Considerations

Section 162(m) of the Internal Revenue Code of 1986, as amended generally disallows a tax deduction for compensation in excess of $1.0 million paid to our chief executive officer and our three other most highly paid executive officers (other than our chief financial officer). Qualifying performance-based compensation is not subject to the deduction limitation if specified requirements are met. We periodically review the potential consequences of Section 162(m). Our compensation committee may, in its judgment, authorize compensation payments that do not comply with the exemptions in Section 162(m) when it believes that such payments are appropriate to attract and retain executive talent and are in our best interest and that of our stockholders.

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Summary Compensation Table for 2012

The following table sets forth the total compensation paid to our named executive officers for the years ended December 31, 2010, 2011 and 2012.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)	Total ($)
Scott W. Griffith	2012	435,000		1,563,804	359,651		2,358,455
Chairman and Chief Executive Officer	2011	400,000		2,043,350	374,000		2,817,350
	2010	400,000		1,273,750	360,160		2,033,910
Mark D. Norman	2012	365,000		533,115	183,711		1,081,826
President and Chief Operating Officer	2011	350,000		1,021,675	200,000		1,571,675
	2010	350,000		254,750	159,670		764,420
Edward G. Goldfinger	2012	290,000		533,115	137,077		960,192
Chief Financial Officer	2011	265,000		1,021,675	153,000		1,439,675
	2010	262,500		318,437	119,753		700,690
Robert J. Weisberg	2012	174,519				100,481(3)	275,000
Chief Marketing Officer	2011	275,000			101,000		376,000
	2010	275,000	50,000(4)	644,575	97,630	25,788(4)	1,092,993

(1) The amounts in the Option Awards column reflect the aggregate grant date fair value of share-based compensation awarded during the year computed in accordance with the provisions of Financial Accounting Standards Board, or FASB, Accounting Standard Codification, or ASC, Topic 718, excluding the impact of estimated forfeitures related to service-based vesting conditions (which in our case were none).

(2) Reflects cash bonus awards paid to our named executive officers under our annual cash incentive bonus plans for performance in 2010, 2011 and 2012.

(3) During 2012, Mr. Weisberg received severance payments of $100,481 in connection with his separation of employment with us effective August 17, 2012.

(4) Mr. Weisberg received a signing bonus of $50,000 and a $25,788 relocation stipend in connection with his commencement of employment with us.

Grants of Plan-Based Awards in 2012

The following table sets forth information for 2012 regarding grants of compensation in the form of plan-based awards made during 2012 to our named executive officers.

Grants of Plan-Based Awards

Estimated Future Payouts Under

Name	Grant Date	Non-Equity Incentive Plan Awards(1) Threshold ($)	Target ($)	Maximum ($)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)(2)
Scott W. Griffith			435,000	663,375			
	2/23/2012				220,000	13.28	1,563,804
Mark D. Norman			219,000	333,975			
	2/23/2012				75,000	13.28	533,115
Edward G. Goldfinger			174,000	265,350			
	2/23/2012				75,000	13.28	533,115
Robert J. Weisberg			110,000	167,750			

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(1) Represents threshold, target and maximum payout levels under our annual performance-based incentive bonus plan for 2012. Actual cash bonus amounts paid to each named executive officer are set forth in the Summary Compensation Table above under the column entitled Non-Equity Incentive Plan Compensation for 2012.

(2) Amounts reflect the aggregate grant date fair value of stock options awarded during the year computed in accordance with the provisions of FASB ASC Topic 718, excluding the impact of estimated forfeitures related to service-based vesting conditions (which in our case were none). For additional information, including the assumptions used when determining the fair value of the awards, see Note 8, Stock-based Compensation, to this Annual Report on Form 10-K.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding stock options held as of December 31, 2012 by our named executive officers.

Name	Vesting Commencement Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
Scott W. Griffith	11/30/2005(1)	375,000		0.98	11/29/2015
	11/3/2008(1)	250,000		5.10	11/3/2018
	2/25/2010(2)	177,079	72,921	8.74	2/25/2020
	2/24/2011(2)	114,581	135,419	14.42	2/24/2021
	2/23/2012(2)	45,832	174,168	13.28	2/23/2022
Mark D. Norman	11/1/2007(1)	478,749		4.50	11/1/2017
	2/25/2010(2)	22,917	14,584	8.74	2/25/2020
	2/24/2011(2)	57,290	67,710	14.42	2/24/2021
	2/23/2012(2)	15,624	59,376	13.28	2/23/2022
Edward G. Goldfinger	9/4/2007(1)	222,500		4.50	9/3/2017
	11/3/2008(1)	50,000		5.10	11/3/2018
	2/25/2010(2)	44,269	18,231	8.74	2/25/2020
	2/24/2011(2)	57,290	67,710	14.42	2/24/2021
	2/23/2012(2)	15,624	59,376	13.28	2/23/2022
Robert J. Weisberg					

(1) This option is fully vested.

(2) This option vests in 48 equal monthly installments beginning on the one month anniversary of the vesting commencement date.

These option grants are subject to acceleration upon a change in control of our company.

Options Exercises and Stock Vested in 2012

The following table sets forth information on stock options exercised by our named executive officers in 2012. None of our named executive officers hold shares of restricted stock.

	Option Awards	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise (1)
Scott W. Griffith		
Mark D. Norman		
Edward G. Goldfinger	15,000	$ 48,000
Robert J. Weisberg		

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(1) Represents the value of exercised options calculated by multiplying (i) the number of shares of our common stock to which the exercise of the option related, by (ii) the difference between the per share market value of our common stock the date of exercise and the exercise price of the option.

Offer Letter Agreements

In February 2010, we entered into an amended offer letter agreement with Mr. Griffith, which provided for an annual base salary of $400,000 and a maximum bonus of up to $400,000. In the event Mr. Griffith s employment is terminated by us without cause or by Mr. Griffith for good reason, Mr. Griffith would be entitled to payment of his base salary for 12 months. In February 2012, we entered into an amendment to the offer letter agreement to provide for an annual base salary of $435,000 and a bonus of up to 100% of his annualized base salary. This amendment also provides that, in the event Mr. Griffith s employment is terminated by us without cause or by Mr. Griffith for good reason within 12 months following a change in control of Zipcar, Mr. Griffith would be entitled to payment of his base salary for 24 months plus 200% of his target bonus for the year during which he is terminated. Mr. Griffith must execute a general release of all claims against us and our affiliates in order to receive any severance payments. With respect to options granted before February 2012, Mr. Griffith is entitled to vesting acceleration of 25% of his unvested stock options in the case of a change in control of Zipcar and additional vesting acceleration of 25% of his remaining unvested stock options in the event his employment is terminated by us without cause or by Mr. Griffith for good reason within 12 months following a change in control. With respect to options granted in or after February 2012, Mr. Griffith is entitled to vesting acceleration of 25% of his unvested stock options in the case of a change in control of Zipcar and additional vesting acceleration of 100% of his remaining unvested stock options in the event his employment is terminated by us without cause or by Mr. Griffith for good reason within 12 months following a change in control.

In April 2010, we entered into an amended offer letter agreement with Mr. Norman, which provided for an annual base salary of $350,000 and a bonus of up to 50% of Mr. Norman s annualized base salary. Mr. Norman s target bonus percentage was increased to 60% for 2011. In the event Mr. Norman s employment is terminated by us without cause or by Mr. Norman for good reason, Mr. Norman is entitled to receive payment equal to 12 months of his then current base salary. In February 2012, we entered into an amendment to the offer letter agreement to provide for an annual base salary of $365,000 and a bonus of up to 60% of his annualized base salary. This amendment also provides that, in the event Mr. Norman s employment is terminated by us without cause or by Mr. Norman for good reason within 12 months following a change in control of Zipcar, Mr. Norman is entitled to 100% of his target bonus for the year during which he is terminated in addition to payment of 12 months of his then current base salary. Mr. Norman must execute a general release of all claims against us and our affiliates in order to receive any severance payments. With respect to options granted before February 2012, Mr. Norman is entitled to vesting acceleration of 25% of his unvested stock options in the case of a change in control of Zipcar and additional vesting acceleration of 25% of his remaining unvested stock options in the event his employment is terminated by us without cause or by Mr. Norman for good reason within 12 months following a change in control. With respect to options granted in or after February 2012, Mr. Norman is entitled to vesting acceleration of 25% of his unvested stock options in the case of a change in control of Zipcar and additional vesting acceleration of 100% of his remaining unvested stock options in the event his employment is terminated by us without cause or by Mr. Norman for good reason within 12 months following a change in control.

In April 2010, we entered into an amended offer letter agreement with Mr. Goldfinger, which provided for an annual base salary of $262,500 and a bonus of up to 50% of his annualized base salary. For fiscal 2011, Mr. Goldfinger s base salary was increased to $265,000 and his target bonus percentage was increased to 60%. In the event Mr. Goldfinger s employment is terminated by us without cause or by Mr. Goldfinger for good reason, Mr. Goldfinger would be entitled to payment of his base salary for six months. In February 2012, we entered into an amendment to the offer letter agreement with Mr. Goldfinger, which provides for an annual base salary of $290,000 and a bonus of up to 60% of his annualized base salary. This amendment also provides that, in the event Mr. Goldfinger s employment is terminated by us without cause or by Mr. Goldfinger for good reason within 12 months following a change in control of Zipcar, Mr. Goldfinger would be entitled to payment of his

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base salary for 12 months plus 100% of his target bonus for the year during which he is terminated. Mr. Goldfinger must execute a general release of all claims against us and our affiliates in order to receive any severance payments. With respect to options granted before February 2012, Mr. Goldfinger is entitled to vesting acceleration of 25% of his unvested stock options in the case of a change in control of Zipcar and additional vesting acceleration of 25% of his remaining unvested stock options in the event his employment is terminated by us without cause or by Mr. Goldfinger for good reason within 12 months following a change in control. With respect to options granted in or after February 2012, Mr. Goldfinger is entitled to vesting acceleration of 25% of his unvested stock option in the case of a change in control of Zipcar and additional vesting acceleration of 100% of his remaining unvested stock option in the event his employment is terminated by us without cause or by Mr. Goldfinger for good reason within 12 months following a change in control.

Mr. Weisberg s employment with us terminated on August 17, 2012 and during 2012 he received $100,481 pursuant to a separation agreement and release.

Each of our named executive officers will be subject to non-competition and non-solicitation obligations for a period of one year after the date of termination of employment with us.

Potential Payments upon Termination or Change in Control

Potential Payments upon a Change in Control

The following table sets forth the benefits that would have been payable by us to each of our named executive officers upon a change in control of our company where the named executive officer s employment is terminated without cause within 12 months after the change in control. These amounts are calculated on the assumption that the employment termination and change in control event both took place on December 31, 2012. Amounts below reflect potential payments pursuant to each executive officer s offer letter agreement as amended and pursuant to stock options granted under our stock incentive plans.

Name	Cash Payment	Value of Accelerated Options(1)
Scott W. Griffith	$ 1,740,000	$
Mark D. Norman	$ 584,000	$
Edward G. Goldfinger	$ 464,000	$
Robert J. Weisberg	$ (2)	

(1) Amounts calculated based on the aggregate amount by which the fair market value of the common stock subject to unvested equity awards exceeded the aggregate exercise price of the awards as of December 31, 2012, using a per share fair market value equal to $8.24, the closing price of our common stock on the Nasdaq Global Select Market on December 31, 2012.

(2) Mr. Weisberg s employment with us terminated on August 17, 2012 and during 2012 he received $100,481 pursuant to a separation agreement and release.

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Potential Payments upon Termination Apart From a Change in Control

The following table sets forth the benefits that would have accrued to our named executive officers if their respective employment had been terminated by us without cause on December 31, 2012 or if the named executive officer had terminated his respective employment for good reason on December 31, 2012, in the event such termination occurred prior to or more than 12 months following a change in control of our company.

Name	Salary
Scott W. Griffith	$ 435,000
Mark D. Norman	$ 365,000
Edward G. Goldfinger	$ 132,500
Robert J. Weisberg	$ (1)

(1) Mr. Weisberg s employment with us terminated on August 17, 2012 and during 2012 he received $100,481 pursuant to a separation agreement and release.

Risk Considerations in our Compensation Program

Our compensation committee has reviewed and evaluated the philosophy and standards on which our compensation plans have been developed and implemented across our company. It is our belief that our compensation programs do not encourage inappropriate actions by our executive officers. We do not believe that any risks arising from our employee compensation policies and practices are reasonably likely to have a material adverse effect on our company. In addition, we do not believe that the mix and design of the components of our executive compensation program encourage management to assume excessive risks.

We believe that our current business process and planning cycle fosters the following behaviors and controls that mitigate the potential for adverse risk caused by the action of our executives:

Annual establishment of corporate and individual objectives for our executive officers that are consistent with our annual operating and strategic plans, that are designed to achieve the proper risk reward balance, and that should not require excessive risk taking to achieve.

Incentive awards are based on a review of a variety of indicators, including both financial performance and strategic achievements.

The mixes between fixed and variable, annual and long-term, and cash and equity compensation are designed to encourage strategies and actions that balance Zipcar s short-term and long-term best interests.

Stock option awards vest over a period of time. We believe a longer time horizon before receiving the value of a stock option award encourages executives to take a long-term view of our business.

Director Compensation Table

The following table sets forth a summary of the compensation earned by or paid to our non-employee directors in 2012:

Name	Fees Earned or Paid In Cash($)	Option Awards ($) (1) (2)	Total ($)
Stephen M. Case	$ 30,000	$ 49,995	$ 79,995
Donn Davis	30,000	49,995	79,995
Edward P. Gilligan	20,417	199,992	220,409
William W. Helman	28,000	49,995	77,995
Robert C. Kagle	30,000	49,995	79,995
John F. Kenny, Jr.	45,000	49,995	94,995
John J. Mahoney, Jr.	45,000	49,995	94,995
Margaret C. Whitman	28,000	49,995	77,995

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(1) The amount in this column reflects the grant date fair value of awards made to such individual in accordance with FASB Codification Topic 718 and other relevant guidance, excluding forfeitures, for awards in 2012 pursuant to our 2011 stock incentive plan.

(2) At December 31, 2012, our non-employee directors held no stock awards and held options to purchase shares of our common stock as follows:

Director	Aggregate Number of Shares Underlying Stock Options
Stephen M. Case	8,768
Donn Davis	8,768
Edward P. Gilligan	35,074
William W. Helman	8,768
Robert C. Kagle	8,768
John F. Kenny, Jr.	48,018
John J. Mahoney, Jr.	41,418
Margaret C. Whitman	45,493

The following summarizes the terms of the compensatory arrangements for non-employee directors. Mr. Griffith receives no compensation for his service as Chairman of our board of directors:

Annual retainer fees for services on the board of directors	$ 25,000
Additional annual retainer fees for board of director committee service:	
Audit Committee Chair	$ 20,000
Audit Committee Member (other than Chair)	$ 10,000
Compensation Committee Chair	$ 10,000
Compensation Committee Member (other than Chair)	$ 5,000
Nominating and Corporate Governance Committee Chair	$ 5,000
Nominating and Corporate Governance Committee Member (other than Chair)	$ 3,000

Upon election to our board of directors, new non-employee directors receive an initial option grant equal to $200,000 and, following each of our annual meetings, each non-employee director will receive an annual option grant equal to $50,000, in each case using the Black-Scholes option valuation model. The value of these option grants is subject to annual review by our board of directors.

Board s Role in Risk Oversight

The chairman of our board along with the audit committee and the nominating and corporate governance committee are primarily responsible for the oversight of risk and for periodically reporting on such risk oversight to the full board.

Compensation Committee Interlocks and Insider Participation

No member of our compensation committee is or has been a current or former officer or employee of us or had any related person transaction involving us. None of our executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director or member of our compensation committee during 2012.

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Compensation Committee Report

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis, required by Item 402(b) of Regulation S-K, with Zipcar s management. Based on this review and discussion, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

Submitted by the compensation committee of our board of directors.

John F. Kenny, Jr. (Chair)
Donn Davis
Robert C. Kagle

Item 12. Security Ownership of Certain Beneficial Owners and Management

The following table provides information, as of January 31, 2013, with respect to the beneficial ownership of our common stock by:

- each person known by us to be the beneficial owner of five percent or more of our common stock;
- each of our directors;
- each of our named executive officers; and
- all of our current directors and executive officers as a group.

This information is based upon information received from or on behalf of the individuals named therein. The address of each of the stockholders listed below is c/o Zipcar, Inc., 25 First Street, 4th Floor, Cambridge, Massachusetts 02141.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned (1)	+	Shares Acquirable Within 60 Days	=	Total Beneficial Ownership	Percent of Common Stock Beneficially Owned (2)
5% Stockholders:						
Benchmark Capital Partners V, L.P. (3) 2480 Sand Hill Road Suite 200 Menlo Park, CA 94025	2,547,742				2,547,742	6.3%
Entities affiliated with Greylock Partners (4) One Brattle Square, 4th Floor Cambridge, MA 02138	2,144,138				2,144,138	5.3%
Revolution Living LLC (5) 1717 Rhode Island Avenue, N.W. Washington, D.C. 20036	6,852,175				6,852,175	16.9%
T. Rowe Price Associates, Inc. (6) 100 E. Pratt Street, Baltimore, Maryland 21202	4,056,500				4,056,500	10.0%
Named Executive Officers and Directors:						
Scott W. Griffith (7)	572,500		1,007,492		1,579,992	3.8%
Mark D. Norman (8)			590,206		590,206	1.4%
Edward G. Goldfinger (9)			341,090		341,090	*
Stephen M. Case (10)	7,852,175		1,826		7,854,001	19.3%
Donn Davis	62,500		1,826		64,326	*
Edward P. Gilligan (11)			7,306		7,306	*

William W. Helman (4)	2,144,138	1,826	2,145,964	5.3%
Robert C. Kagle (12)	2,592,856	1,826	2,594,682	6.4%
John F. Kenny, Jr. (13)	34,674	32,080	66,754	*
John J. Mahoney, Jr. (14)	69,348	21,551	90,899	*
Margaret Whitman (15)	69,348	20,953	90,301	*
All directors and executive officers as a group (11 persons) (16)	13,397,539	2,027,982	15,425,521	36.2%

* Less than 1% of the outstanding common stock.

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(1) Mr. Griffith has pledged 441,979 shares as security. Revolution Living II LLC has pledged 250,000 shares as security and Revolution Living III LLC has pledged 250,000 shares as security. No other shares listed in the table above have been pledged as security.

(2) The percent of ownership for each stockholder on January 31, 2013 is calculated by dividing (1) the stockholder s Total Beneficial Ownership (i.e., the total number of shares beneficially owned plus the shares acquirable within 60 days) by (2) the sum of 40,628,804 shares of our common stock that were outstanding on January 31, 2013 plus shares of common stock subject to options held by such stockholder that were exercisable within 60 days of January 31, 2013.

(3) Consists of 2,547,742 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. Robert Kagle is a managing member of BCMC V and may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Mr. Kagle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Consists of (a) 1,833,238 shares held by Greylock XII Limited Partnership, (b) 203,693 shares held by Greylock XII-A Limited Partnership and (c) 107,207 shares held by Greylock XII Principals LLC. Greylock XII GP LLC is the sole General Partner of Greylock XII Limited Partnership and Greylock XII-A Limited Partnership. William Helman is a Senior Managing Member of Greylock XII GP LLC and President of Greylock XII Principals LLC and exercises shared voting and investment power over the shares held of record by Greylock XII Limited Partnership, Greylock XII-A Limited Partnership and Greylock XII Principals LLC. Mr. Helman disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) Consists of (a) 6,352,175 shares held by Revolution Living LLC, or RL, (b) 250,000 shares held by Revolution Living II LLC, a wholly-owned subsidiary of Revolution Living LLC, or RLII, and (c) 250,000 shares held by Revolution Living III LLC, a wholly-owned subsidiary of Revolution Living LLC, or RL III. Mr. Case is manager, chairman and chief executive officer of Revolution LLC, which is an indirect owner of RL.

(6) T. Rowe Price Associates, Inc. jointly with T. Rowe Price New Horizons Fund, Inc. filed a Schedule 13G with the SEC on May 10, 2012 indicating that it is the beneficial owner of (a) 843,600 shares held by T. Rowe Price Associates, Inc. and (b) 3,212,900 shares held by T. Rowe Price New Horizons Fund, Inc. T. Rowe Price Associates, Inc. is an investment adviser registered under the Investment Advisers Act of 1940.

(7) Consists of (a) 441,979 shares held directly by Mr. Griffith, (b) 43,021 shares held by the Scott W. Griffith Qualified Annuity Trust, of which Mr. Griffith is the trustee, (c) 87,500 shares held by the Black Bear Trust, of which Mr. Griffith is the trustee and (d) 992,493 shares issuable to Mr. Griffith upon exercise of stock options exercisable within 60 days after January 31, 2013. Mr. Griffith disclaims beneficial ownership of the shares held by the Black Bear Trust and the Scott W. Griffith Qualified Annuity Trust except to the extent of his pecuniary interest therein.

(8) Consists of shares issuable to Mr. Norman upon exercise of stock options exercisable within 60 days after January 31, 2013.

(9) Consists of shares issuable to Mr. Goldfinger upon exercise of stock options exercisable within 60 days after January 31, 2013.

(10) Consists of: 1,000,000 shares directly held by the Stephen M. Case Revocable Trust; 6,352,175 shares directly held by RL; 250,000 shares directly held by RL II and 250,000 shares directly held by RL III; and 1,643 shares issuable within 60 days of January 31, 2013 upon exercise of a stock option held directly by Mr. Case. Mr. Case has the sole power to vote and dispose of the shares underlying the stock option. As the sole trustee of the Trust and Chairman, Chief Executive Officer and President of RL, RL II and RL III, Mr. Case has the sole power to direct the vote and disposition of the shares held by the Trust, RL, RL II and RL III.

(11) Consists of shares issuable to Mr. Gilligan upon exercise of stock options exercisable within 60 days after January 31, 2013.

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(12) Consists of (a) 2,547,742 shares held by BCP V, described in footnote 3 above, (b) 45,114 shares held directly by Mr. Kagle and (c) 1,643 shares issuable to Mr. Kagle upon exercise of a stock option exercisable within 60 days after January 31, 2013. Mr. Kagle disclaims beneficial ownership of the shares held by BCP V except to the extent of his pecuniary interest therein.
(13) Consists of (a) 34,674 shares held by The Kenny Irrevocable Trust of 2012 and (b) 31,080 shares issuable to Mr. Kenny upon exercise of stock options exercisable within 60 days after January 31, 2013.
(14) Consists of (a) 69,348 shares held by the Mahoney 2011 Qualified Annuity Trust, of which Mr. Mahoney is the trustee, and (b) 20,688 shares issuable to Mr. Mahoney upon exercise of stock options exercisable within 60 days after January 31, 2013. Mr. Mahoney disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein.
(15) Consists of (a) 69,348 shares held directly by the Sweetwater Trust, of which Ms. Whitman is a trustee, and (b) 20,005 shares issuable to Ms. Whitman upon exercise of stock options exercisable within 60 days after January 31, 2013. Ms. Whitman disclaims beneficial ownership of the shares held by such trust except to the extent of her pecuniary interest therein.
(16) See footnotes 3 through 15 above. Includes 1,998,032 shares issuable upon exercise of stock options exercisable within 60 days after January 31, 2013.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2012 regarding compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance.

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (1)
Equity compensation plans approved by security holders	5,193,996	$ 9.01	2,522,974
Equity compensation plans not approved by security holders			
Total	5,193,996	$ 9.01	2,522,974

(1) Comprises shares available for grant under our 2011 stock incentive plan, which plan was approved by our stockholders on March 23, 2011.

Item 13. Certain Relationships and Related Transactions and Director Independence

Policies and Procedures for Related Person Transactions

We have adopted written policies and procedures for the review of any transaction, arrangement or relationship in which Zipcar, Inc. or any of its subsidiaries is a participant, the amount involved exceeds $120,000, and one of our executive officers, directors, director nominees or 5% stockholders (or their immediate family members), each of whom we refer to as a related person, has or will have a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a related person transaction, the related person must report the proposed related person transaction to our General Counsel. The policy calls for any proposed related person transaction to be reviewed and approved by

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the Audit Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the committee will review and, in its discretion, may ratify the related person transaction. The policy also permits the chairman of the committee to review and, if deemed appropriate, approve proposed related person transactions that arise between committee meetings, subject to ratification by the committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the committee after full disclosure of the related person s interest in the transaction. As appropriate for the circumstances, the committee will review and consider:

- the related person s interest in the transaction;
- the approximate dollar value of the amount involved in the transaction;
- the approximate dollar value of the amount of the related person s interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was undertaken in the ordinary course of our business;
- whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third-party;
- the purpose of, and the potential benefits to us of, the transaction; and
- any other information regarding the transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The committee may approve or ratify the transaction only if the committee determines that, under all of the circumstances, the transaction is in or is not inconsistent with Zipcar s best interests. The committee may impose any conditions on the related person transaction that it deems appropriate.

In addition to the transactions that are excluded by the instructions to the SEC s related person transaction disclosure rule, our board of directors has determined that the following transactions do not create a material direct or indirect interest on behalf of related persons and, therefore, are not related person transactions for purposes of this policy: interests arising solely from the related person s position as an executive officer of another entity (whether or not the person is also a director of such entity) that is a participant in the transaction, where (a) the related person and all other related persons own in the aggregate less than a 10% equity interest in such entity, (b) the related person and his or her immediate family members are not involved in the negotiation of the terms of the transaction and do not receive any special benefits as a result of the transaction, and (c) the amount involved in the transaction equals less than the greater of $200,000 or 5% of the annual gross revenues of the company receiving payment under the transaction.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the compensation committee.

Determination of Director Independence

Under applicable Nasdaq rules, a director will only qualify as an independent director if, in the opinion of our board, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our board has determined that none of Messrs. Case, Davis, Gilligan, Helman, Kagle, Kenny and Mahoney and Ms. Whitman has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an independent director as defined under Rule 5605(a)(2) of the Nasdaq Stock Market, Inc. Marketplace Rules.

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Item 14. Principal Accounting Fees and Services

Independent Registered Public Accounting Firm s Fees and Other Matters

Independent Registered Public Accounting Firm s Fees

The following table summarizes the fees of PricewaterhouseCoopers LLP, our independent registered public accounting firm, for professional services rendered to us for each of the years ended December 31, 2012 and 2011:

Fee Category	**2012**	**2011**
Audit (1)	$ 1,058,000	$ 903,450
Audit-Related (2)	229,242	50,000
Tax (3)	20,800	30,907
All Other (4)	1,800	1,500
Total	$ 1,309,842	$ 985,857

(1) *Audit* fees for the years ended December 31, 2012 and 2011 were for professional services rendered for the audit of our consolidated financial statements, including Sarbanes-Oxley implementation in 2012, the review of our interim financial statements, assistance with review of documents filed with the SEC including for 2011 those related to our initial public offering and other professional services provided in connection with statutory filings.
(2) *Audit-Related* fees for the years ended December 31, 2012 and 2011 were for financial due diligence services related to acquisitions.
(3) *Tax* fees for the years ended December 31, 2012 and 2011 were related to tax planning and tax advice services.
(4) All other fees for the years ended December 31, 2012 and 2011, consist of access to an online library of authoritative financial reporting and assurance accounting literature.

Pre-Approval Policy and Procedures

Our audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. These policies and procedures generally provide that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the audit committee specifically approves the service in advance or the engagement is entered into pursuant to one of the pre-approval procedures described below.

From time to time, our audit committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

The audit committee has also delegated to the chairman of our audit committee the authority to approve any audit or non-audit services to be provided to us by our independent registered public accounting firm. Any approval of services by the chairman of the audit committee pursuant to this delegated authority is reported on at the next meeting of the audit committee.

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PART IV

Item 15. Exhibits

Item 15(a)(1) and (2) and Item 15(d) Financial Statements and Schedules

See Index to Consolidated Financial Statements and Financial Statements Schedules at Item 8 to this Form 10-K. Other financial statement schedules have not been included because they are not applicable or the information is included in the financial statements or notes thereto.

Item 15(a)(3) and Item 15(c) Exhibits

The exhibits filed as part of this Annual Report on Form 10-K are listed in the Exhibit Index immediately preceding the exhibits. We have identified in the Exhibit Index each management contract and compensation plan filed as an exhibit to this Annual Report on Form 10-K in response to Item 15(c) of Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ZIPCAR, INC.

/s/ Edward G. Goldfinger
Edward G. Goldfinger
Chief Financial Officer
(Principal Financial and Accounting Officer and Duly Authorized Signatory)

Date: March 4, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

Signature	Title	Date
/s/ Scott W. Griffith	Chairman and Chief Executive Officer	March 4, 2013
Scott W. Griffith	(Principal executive officer)	
/s/ Edward G. Goldfinger	Chief Financial Officer	March 4, 2013
Edward G. Goldfinger	(Principal financial and accounting officer)	
/s/ Stephen M. Case	Director	March 4, 2013
Stephen M. Case		
/s/ Donn Davis	Director	March 4, 2013
Donn Davis		
/s/ William W. Helman	Director	March 4, 2013
William W. Helman		
/s/ Robert C. Kagle	Director	March 4, 2013
Robert C. Kagle		
/s/ John F. Kenny, Jr.	Director	March 4, 2013
John F. Kenny, Jr.		
/s/ John J. Mahoney, Jr.	Director	March 4, 2013
John J. Mahoney, Jr.		
/s/ Edward P. Gilligan	Director	March 4, 2013

Edward P. Gilligan

/s/ Margaret C. Whitman	Director	March 4, 2013

Margaret C. Whitman

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Exhibit Index

Exhibit Number	Description of Exhibit
2.1**	Amendment and Restatement of Share Purchase Agreement, dated April 13, 2010, by and among the Registrant and certain stockholders of Streetcar Limited, as set forth in the Deed, dated April 20, 2010 is incorporated by reference to Exhibit 2.1 to the Registrant s Registration Statement on Form S-1 (File No. 333-167220) filed on June 1, 2010, or the Form S-1
2.2**	Share Purchase Agreement, dated April 20, 2010, by and among the Registrant, Appleby Trust (Jersey) Ltd., Andrew Valentine and certain stockholders of Streetcar Limited is incorporated by reference to Exhibit 2.2 to the Form S-1
2.3**	Agreement and Plan of Merger, dated September 26, 2007, by and among the Registrant, Zulu Acquisition Corp, Mobility, Inc. and ALPS Communications LLC, as Equityholders Representative is incorporated by reference to Exhibit 2.3 to the Form S-1
2.4**	Agreement and Plan of Merger, dated as of December 31, 2012, by and among Avis Budget Group, Inc., Millennium Acquisition Sub, Inc. and Zipcar, Inc. is incorporated by reference to Exhibit 2.1 to the Registrant s Current Report on Form 8-K filed on January 2, 2013
2.5	Form of Voting Agreement, dated as of December 31, 2012, by and between Avis Budget Group, Inc. and the directors, executive officers and certain stockholders of Zipcar, Inc. is incorporated by reference to Exhibit 2.2 to the Registrant s Current Report on Form 8-K filed on January 2, 2013
3.1	Eighth Restated Certificate of Incorporation of the Registrant is incorporated by reference to Exhibit 3.1 to the Registrant s Current Report on Form 8-K filed on April 19, 2011
3.2	Second Amended and Restated By-laws of the Registrant is incorporated by reference to Exhibit 3.4 to Amendment No. 4 to the Form S-1 filed on March 7, 2011, or Amendment No. 4
4.1	Specimen Stock Certificate evidencing the shares of common stock of the Registrant is incorporated by reference to Exhibit 4.1 to Amendment No. 4
10.1	2000 Stock Option/Stock Issuance Plan, as amended is incorporated by reference to Exhibit 10.1 to the Form S-1
10.2	Form of Incentive Stock Option Agreement under the 2000 Stock Option/Stock Issuance Plan is incorporated by reference to Exhibit 10.2 to the Form S-1
10.3	Form of Nonstatutory Stock Option Agreement under the 2000 Stock Option/Stock Issuance Plan is incorporated by reference to Exhibit 10.3 to the Form S-1
10.4	2010 Stock Incentive Plan is incorporated by reference to Exhibit 10.4 to the Form S-1
10.5	Form of Incentive Stock Option Agreement under the 2010 Stock Incentive Plan is incorporated by reference to Exhibit 10.5 to the Form S-1
10.6	Form of Nonstatutory Stock Option Agreement under the 2010 Stock Incentive Plan is incorporated by reference to Exhibit 10.6 to the Form S-1
10.7	2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.7 to Amendment No. 6 to the Form S-1 filed on March 30, 2011
10.8	Form of Incentive Stock Option Agreement under the 2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.8 to Amendment No. 4
10.9	Form of Nonstatutory Stock Option Agreement under the 2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.9 to Amendment No. 4

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Exhibit Number	Description of Exhibit
10.10	Form of Nonstatutory Stock Option Agreement for Directors under the 2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.42 to Amendment No. 4
10.11	Revised Form of Incentive Stock Option Agreement under the 2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.12	Revised Form of Nonstatutory Stock Option Agreement under the 2011 Stock Incentive Plan is incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.13	Offer Letter Agreement, dated October 14, 2003, between the Registrant and Scott Griffith, as amended on December 23, 2008 and February 24, 2010 is incorporated by reference to Exhibit 10.10 to the Form S-1
10.14	Amendment No. 2 to Letter Agreement, dated as of February 22, 2012, between the Registrant and Scott Griffith is incorporated herein by reference to Exhibit 10.4 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.15	Offer Letter Agreement, dated October 19, 2007, between the Registrant and Mark Norman, as amended on December 15, 2008, April 2, 2010 and December 21, 2010 is incorporated by reference to Exhibit 10.11 to Amendment No. 4
10.16	Amendment No. 4 to Letter Agreement, dated as of February 22, 2012, between the Registrant and Mark Norman is incorporated herein by reference to Exhibit 10.5 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.17	Offer Letter Agreement, dated September 4, 2007, between the Registrant and Edward Goldfinger, as amended on December 15, 2008 and February 24, 2010 is incorporated by reference to Exhibit 10.12 to the Form S-1
10.18	Amendment No. 1 to Letter Agreement, dated as of February 22, 2012, between the Registrant and Edward Goldfinger is incorporated herein by reference to Exhibit 10.6 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.20	Indemnification Agreement, dated as of July 8, 2005, between the Registrant and Robert Kagle is incorporated by reference to Exhibit 10.14 to the Form S-1
10.21	Indemnification Agreement, dated as of October 26, 2006, between the Registrant and William Helman is incorporated by reference to Exhibit 10.15 to the Form S-1
10.22	Indemnification Agreement, dated as of October 31, 2007, between the Registrant and Donn Davis is incorporated by reference to Exhibit 10.16 to the Form S-1
10.23	Form of Indemnification Agreement between the Registrant and its directors and executive officers is incorporated by reference to Exhibit 10.37 to Amendment No. 4
10.24	2012 Leadership Team Variable Compensation Plan is incorporated by reference to Exhibit 10.3 to the Registrant s Current Report on Form 8-K filed on February 24, 2012
10.25	Seventh Amended and Restated Registration Rights Agreement, dated November 17, 2010, by and among the Registrant and the stockholders set forth therein is incorporated by reference to Exhibit 10.17 to Amendment No. 3 to the Form S-1 filed on December 17, 2010, or Amendment No. 3
10.26	Form of Warrant to purchase Common Stock issued to stockholders of Streetcar Limited on April 20, 2010 is incorporated by reference to Exhibit 10.25 to the Form S-1

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Exhibit Number	Description of Exhibit
10.27	Amended and Restated Base Indenture, dated as of May 11, 2011, by and between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed on August 5, 2011, or the Form 10-Q
10.28	Amended and Restated Collateral Agency Agreement, dated as of May 11, 2011, by and among Zipcar Vehicle Financing LLC, the Registrant and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.2 to the Form 10-Q
10.29	Amended and Restated Master Motor Vehicle Operating Lease and Servicing Agreement, dated as of May 11, 2011, by and between Zipcar Vehicle Financing LLC and the Registrant is incorporated by reference to Exhibit 10.3 to the Form 10-Q
10.30	Amended and Restated Administration Agreement, dated as of May 11, 2011, by and among Zipcar Vehicle Financing LLC, the Registrant and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.4 to the Form 10-Q
10.31	Amended and Restated Series 2010-1 Supplement, dated as of May 11, 2011, to Amended and Restated Base Indenture dated as of May 11, 2011 between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.5 to the Form 10-Q
10.32	Second Amended and Restated Series 2010-1 Supplement, dated May 9, 2012, to the Amended and Restated Base Indenture between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas, as trustee, dated May 11, 2011 is incorporated by reference to Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed August 3, 2012
10.33	Second Amended and Restated Limited Liability Company Agreement of Zipcar Vehicle Financing LLC, dated as of May 11, 2011, by the Registrant as the sole member is incorporated by reference to Exhibit 10.6 to the Form 10-Q
10.34	Amended and Restated Series 2010-1 Note Purchase Agreement, dated as of May 11, 2011, among Zipcar Vehicle Financing LLC, the Registrant and the other parties thereto is incorporated by reference to Exhibit 10.7 to the Form 10-Q
10.35**	Series 2011-1 Supplement, dated as of December 29, 2011, to Amended and Restated Base Indenture dated as of May 11, 2011 between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.38 to the Registrants Annual Report on Form 10-K filed March 9, 2012, or the Form 10-K
10.36**	Series 2011-1 Note Purchase Agreement, dated as of December 29, 2011, among Zipcar Vehicle Financing LLC, the Registrant and Barclays Bank PLC is incorporated by reference to Exhibit 10.39 to the Form 10-K
10.37	Supplemental Indenture No. 1, dated as of February 13, 2012, to the Amended and Restated Series 2010-1 Supplement, dated as of May 11, 2011 between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.40 to the Form 10-K
10.38	Supplemental Indenture No. 1, dated as of February 13, 2012, to the Series 2011-1 Supplement dated December 29, 2011 between Zipcar Vehicle Financing LLC and Deutsche Bank Trust Company Americas is incorporated by reference to Exhibit 10.41 to the Form 10-K
10.39	Extension Agreement, dated May 9, 2012, among ZVF, Zipcar, Inc., as Administrator, Servicer and Lessee, Atlantic Asset Securitization LLC, as Conduit Investor, and Credit Agricole Corporate and Investment Bank, as Administrative Agent, Funding Agent and Committed Note Purchaser is incorporated by reference to Exhibit 10.2 to the Registrant s Quarterly Report on Form 10-Q filed August 3, 2012

Exhibit Number	Description of Exhibit
10.40	Master Agreement for Lease and or Lease Purchase, dated February 12, 2008, by and between Streetcar Limited and Barclays Mercantile Business Finance Limited, as amended is incorporated by reference to Exhibit 10.36 to Amendment No. 3
10.41	Agreement in Relation to Operational and Financial Covenants between Streetcar Limited and Barclays Mercantile Business Finance Limited dated as of June 29, 2011 is incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on July 6, 2011
10.42	Lease, dated January 23, 2004, between Davenport Building Limited Partnership and the Registrant, as amended is incorporated by reference to Exhibit 10.21 to Amendment No. 2 to the Form S-1 filed on July 19, 2010
10.43	Office Lease Agreement between the Registrant and Farnsworth Stillings L.P., dated November 30, 2012 is incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on December 5, 2012
10.44	Agreement for Surrender of Headlease and Lease, dated September 4, 2012, by and among Zipcar (UK) Limited, Woodcock Brothers (Wimbledon) Limited and Heineken UK Limited, is incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on September 7, 2012
10.45	Lease, dated November 18, 2009, between Streetcar Limited and Wimbledon Property Limited is incorporated by reference to Exhibit 10.43 to Amendment No. 5 to the Form S-1 filed on March 22, 2011
21.1	Subsidiaries of the Registrant
23.1	Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP
23.2	Consent of Independent Registered Public Accounting Firm Grant Thornton LLP
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13(a)- 14(a)/15d-14(a), by President and Chief Executive Officer
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, Rule 13(a)- 14(a)/15d-14(a), by President and Chief Financial Officer
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by President and Chief Executive Officer
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by President and Chief Financial Officer
99.1	Report of Certified Public Accounting Firm and Consolidated Financial Statements of Wheelz, Inc. as of December 31, 2012 and for the year ended December 31, 2012.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Label Linkbase Document
101.PRE*	XBRL Taxonomy Presentation Linkbase Document

Management contract or compensatory plan or arrangement filed herewith in response to Item 15(a)(3) of the Instructions to the Annual Report on Form 10-K.

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

** The Registrant hereby agrees to furnish supplementally a copy of any omitted schedules and/or exhibits to this agreement to the Securities and Exchange Commission upon its request.