

ZIPCAR INC

Form 4

March 18, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNY JOHN F JR

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ZIPCAR INC [ZIP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock ⁽¹⁾	03/14/2013		D		34,674	\$ 12.25	0
							I
							See footnote ⁽²⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.74	03/14/2013		D		39,250		<u>(3)</u>	02/25/2020	Common stock	39,250
Employee Stock Option (Right to Buy)	\$ 10.75	03/14/2013		D		8,768		<u>(3)</u>	05/31/2022	Common stock	8,768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNY JOHN F JR C/O ZIPCAR. INC 25 FIRST STREET, 4TH FLOOR CAMBRIDGE, MA 02141			X	

Signatures

Dean J. Breda, Attorney-in-Fact of John F.
Kenny, Jr.

03/18/2013

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each share of common stock was disposed of in exchange for a cash payment of \$12.25 per share upon consummation of the merger (the
(1) "Merger") contemplated by that certain Agreement and Plan of Merger, dated December 31, 2012, by and among Avis Budget Group, Inc., Millennium Acquisition Sub, Inc. and Zipcar, Inc.

Held by the Kenny Irrevocable Trust of 2012, of which Mr. Kenny's descendants are the beneficiaries and of which Joseph G. Imbriani is
(2) sole trustee. Mr. Kenny disclaims beneficial ownership of the shares held by the Kenny Irrevocable Trust of 2012, except to the extent of his pecuniary interest therein.

Prior to the effective time of the Merger, all outstanding options were accelerated, became fully vested and were cancelled in exchange
(3) for a cash payment equal to the product of (i) \$12.25 less the exercise price per share of the option multiplied by (ii) the total number of shares underlying the option.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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