ZIPCAR INC
Form 10-Q
August 03, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2012

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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 No.)**
25 First Street, 4th Floor, Cambridge, MA	**02141**
(Address of Principal Executive Offices)	**(Zip Code)**

(617) 995-4231

(Registrant s Telephone Number, Including Area Code)

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

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer x (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

As of July 26, 2012, 40,012,746 shares of the registrant s common stock were outstanding.

Table of Contents

Zipcar, Inc.

Table of Contents

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Zipcar, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

(in thousands, except share and per share data)

	June 30, 2012	December 31, 2011
Assets		
Current assets		
Cash and cash equivalents	$ 42,235	$ 61,658
Short-term marketable securities	20,431	24,788
Accounts receivable, net of allowance for doubtful accounts of $680 and $738 as of June 30, 2012 and December 31, 2011, respectively	6,748	7,452
Restricted cash	2,682	381
Prepaid expenses and other current assets	17,249	13,665
Total current assets	89,345	107,944
Long-term marketable securities	18,605	13,809
Property and equipment, net	160,323	103,789
Goodwill	102,577	99,696
Intangible assets	3,720	4,754
Restricted cash	8,382	7,277
Deposits and other noncurrent assets	16,376	7,269
Total assets	$ 399,328	$ 344,538
Liabilities and Equity		
Current liabilities		
Accounts payable	$ 5,840	$ 6,069
Accrued expenses	21,189	20,003
Deferred revenue	20,997	19,369
Current portion of capital lease obligations and other debt	17,862	11,367
Total current liabilities	65,888	56,808
Capital lease obligations and other debt, net of current portion	102,679	58,908
Deferred revenue, net of current portion	4,769	4,659
Other liabilities	1,774	2,313
Total liabilities	175,110	122,688
Commitments and contingencies (Note 9)		
Redeemable non-controlling interest	1,332	400
Stockholders equity:		
Common stock, $0.001 par value: 500,000,000 shares authorized at June 30, 2012 and December 31, 2011; 40,012,746 and 39,655,840 shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively	40	40

Additional paid-in capital	298,509	294,107
Accumulated deficit	(76,121)	(72,651)
Accumulated other comprehensive income (loss)	458	(46)
Total stockholders equity	222,886	221,450
Total liabilities and equity	$ 399,328	$ 344,538

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

Table of Contents

Zipcar, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

(in thousands, except share and per share data)

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenue	$ 70,809	$ 61,559	$ 129,942	$ 110,692
Cost and expenses				
Fleet operations	43,930	40,525	83,658	75,491
Member services and fulfillment	5,075	5,067	9,255	9,138
Research and development	1,058	1,010	1,992	1,972
Selling, general and administrative	19,274	14,723	34,810	27,410
Amortization of acquired intangible assets	753	994	1,639	2,067
Total operating expenses	70,090	62,319	131,354	116,078
Income (loss) from operations	719	(760)	(1,412)	(5,386)
Other income (expense)				
Interest income	77	11	153	20
Interest expense	(1,025)	(4,530)	(1,995)	(6,985)
Other, net	(307)	(273)	(441)	714
Loss before income taxes	(536)	(5,552)	(3,695)	(11,637)
(Benefit) provision for income taxes		23	(57)	40
Net loss	(536)	(5,575)	(3,638)	(11,677)
Less: net loss attributable to redeemable noncontrolling interest	114	7	168	12
Net loss attributable to Zipcar, Inc.	$ (422)	$ (5,568)	$ (3,470)	$ (11,665)
Net loss attributable to common stockholders per share:				
Basic and Diluted	$ (0.01)	$ (0.17)	$ (0.09)	$ (0.60)
Weighted average number of common shares outstanding used in computing per share amounts:				
Basic and Diluted	39,806,999	32,422,508	39,695,780	19,500,504

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

Table of Contents

Zipcar, Inc.

Consolidated Statements of Comprehensive Income

(Unaudited)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net loss	$ (536)	$ (5,575)	$ (3,638)	$ (11,677)
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(1,748)	(216)	509	2,141
Unrealized gains (losses) on available for sale securities	2		(5)	
Other comprehensive income (loss), net of tax	(1,746)	(216)	504	2,141
Comprehensive loss	(2,282)	(5,791)	(3,134)	(9,536)
Less: comprehensive loss attributable to noncontrolling interest	114	7	168	12
Comprehensive loss attributable to Zipcar, Inc.	$ (2,168)	$ (5,784)	$ (2,966)	$ (9,524)

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

Table of Contents

Zipcar, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cash flows from operating activities		
Net loss	$ (3,638)	$ (11,677)
Adjustments to reconcile net loss to net cash provided by operating activities, net of acquisition		
Depreciation and amortization	18,539	13,322
Amortization & accretion of debt related warrants		1,566
Amortization & accretion of marketable securities	48	
Stock-based compensation expense	2,662	1,954
Loss on disposal of fixed assets	640	1,756
Redeemable convertible preferred stock warrant adjustment to fair value		724
Loss from equity method investments	312	
Changes in operating assets and liabilities		
Accounts receivable	950	(631)
Prepaid expenses and other assets	1,120	(3,105)
Accounts payable	(309)	2,386
Accrued expenses	3,619	1,256
Deferred revenue	1,709	2,154
Net cash provided by operating activities, net of acquisition	25,652	9,705
Cash flows from investing activities		
Increase in deposits	(202)	(101)
Purchases of available-for-sale securities	(18,209)	
Proceeds from sale of available-for-sale securities	17,712	
Increase in restricted cash	(3,402)	(5,947)
Cash acquired in business combination, net of transaction costs	460	
Payments to acquire additional interest in subsidiaries	(400)	
Investment in equity method investee	(8,700)	
Proceeds from sale of property and equipment	11,534	5,858
Purchases of property and equipment	(69,071)	(38,316)
Net cash used in investing activities	(70,278)	(38,506)
Cash flows from financing activities		
Proceeds from issuance of debt, net of debt issuance costs	37,058	25,683
Proceeds from exercise of stock options and warrants	1,046	791
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 $1,881		109,719
Payments of principal under notes payable, capital lease obligations and other debt	(12,500)	(61,754)
Net cash provided by financing activities	25,604	76,939

Effect of exchange rate changes on cash and cash equivalents	(401)	(141)
Net (decrease) increase in cash and cash equivalents	(19,423)	47,997
Cash and cash equivalents		
Beginning of period	61,658	43,005
End of period	$ 42,235	$ 91,002
Noncash investing and financing activities		
Assets acquired under capital leases	$ 19,275	$ 9,186
Return of guaranteed residual value of expired leases	$	$ (1)
Issuance of note in connection with insurance premiums	$ 4,637	$

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

6

Table of Contents

Zipcar, Inc.

Notes to Consolidated Financial Statements

(Unaudited)

(in thousands, except share and per share amounts)

1. 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, the United Kingdom, Spain and Austria. 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.

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.

2. Summary of Significant Accounting Policies

Basis of Presentation. The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States (GAAP).

The condensed consolidated balance sheet at December 31, 2011 was derived from audited financial statements, but does not include all disclosures required by GAAP. The accompanying unaudited condensed consolidated financial statements as of June 30, 2012 and for the periods ended June 30, 2012 and 2011 have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. These condensed consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and the notes thereto for the year ended December 31, 2011 included in the Company s annual report on Form 10-K filed with the SEC on March 9, 2012.

In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary to present a fair statement of the Company s consolidated financial position as of June 30, 2012 and consolidated results of operations for the three and six month periods ended June 30, 2012 and 2011 and consolidated cash flows for the six months ended June 30, 2012 and 2011, have been made. The condensed consolidated results of operations and cash flows for the periods ended June 30, 2012 are not necessarily indicative of the results of operations and cash flows that may be expected for the year ending December 31, 2012.

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 GAAP 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, 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.

Table of Contents

Fair Value of Financial Instruments. 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.

The Company s cash and cash equivalents of $42,235 and $61,658 and restricted cash of $11,064 and $7,658 as of June 30, 2012 and December 31, 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 $39,036 and $38,597 at June 30, 2012 and December 31, 2011 are carried at fair value based on Level 1 input described above. The Company s interest rate caps entered into in May 2012 and March 2012 were $39 at June 30, 2012 and also carried at fair value based on Level 2 inputs. The change in fair value of the interest rate caps was a net decrease of $36 and $84 for the three and six months ended June 30, 2012, respectively. 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.

Derivatives and Financial Instruments. The Company entered into interest rate caps to hedge interest rate exposures related to its variable funding notes as required under the terms of its asset backed security facility. 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 Income (Expense), net.

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

Depreciation expense for the three months ended June 30, 2012 and 2011 was $8,879 and $6,230, respectively. Depreciation expense for the six months ended June 30, 2012 and 2011 was $16,900 and $11,252, respectively. In the first quarter of 2012, the Company changed its estimate of the net realizable value at the end of the expected holding period of certain vehicles located in the

United Kingdom and as a result increased the depreciation rates which, resulted in higher depreciation expense of approximately $344, or $0.01 and $1,435, or $0.04 per diluted share, during the three and six months ended June 30, 2012, respectively, than if the Company had not changed the holding period estimate. During the remainder of 2012, the Company expects higher depreciation expense of approximately $423 than if the Company had not changed the holding period estimate.

Property and equipment at cost increased $64,986 during the six months ended June 30, 2012 including $59,626 related to net vehicle purchases. The composition of property and equipment, net is as follows:

	June 30, 2012	December 31, 2011
Vehicles	$ 172,876	$ 113,250
In-car electronic equipment	11,668	9,469
Office and computer equipment	5,954	5,460
Software	8,358	6,011
Leasehold improvements	2,432	2,112
Total	201,288	136,302
Less: accumulated depreciation	(40,965)	(32,513)
Property and equipment, net	$ 160,323	$ 103,789

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.

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. 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 waiver fees to cover deductible costs are recorded as revenue ratably over the term of the waiver. 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. 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.

The Company follows the Financial Accounting Standards Board (FASB) authoritative guidance on revenue arrangements with multiple deliverables that are not covered by software revenue guidance. This guidance provides another alternative for establishing fair value for a deliverable when vendor specific objective evidence or third-party evidence for deliverables in an arrangement cannot be determined. Under this guidance, companies are required to develop a best estimate of the selling price for separate deliverables. Arrangement consideration must be allocated using the relative selling price method as the residual method is no longer be permitted.

Table of Contents

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.

Stock-Based Compensation. The Company records stock-based payments under the fair value 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 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.

Net Loss Per Share Attributable to Common Stockholders. Basic net loss attributable to common stockholders per share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding for the period.

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

	Three and Six Months Ended June 30,	
(in thousands)	**2012**	**2011**
Options to purchase common stock	5,434	5,103
Warrants to purchase common stock	778	1,060
Restricted Stock	65	152
Total	6,277	6,315

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

Other Income. During the six months ended June 30, 2011, the Company received $861 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 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 , 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 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. 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

Table of Contents

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 June 30, 2012 and December 31, 2011:

	June 30, 2012						
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Short-Term Marketable Securities	Long-Term Marketable Securities
Cash	$ 20,932	$	$	$ 20,932	$ 20,932	$	$
Level 1							
Money market funds	21,303			21,303	21,303		
US Treasury securities	4,804		(3)	4,801		3,802	999
US agency securities	21,822	3	(6)	21,819		10,315	11,504
Certificates of deposit and time deposits	12,420	2	(6)	12,416		6,314	6,102
Subtotal	60,349	5	(15)	60,339	21,303	20,431	18,605
Total	$ 81,281	$ 5	$ (15)	$ 81,271	$ 42,235	$ 20,431	$ 18,605

	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 recognized no net realized gains or losses during the three and six month periods ended June 30, 2012. The maturities of the Company s long-term marketable securities range from one year to two years.

As of June 30, 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 three and six month periods ended June 30, 2012, the Company did not recognize any impairment charges. As of June 30, 2012, the Company did not consider any of its investments to be other-than-temporarily impaired.

4. Acquisitions and Other Investments

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 remains 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 June 30, 2012. At acquisition date the Company recognized 100% of the fair value of net identifiable tangible and

Table of Contents

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 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	(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 results of Avancar for the three and six months ended June 30, 2012 and the pro forma impact of Avancar for the six months ended June 30, 2012 and 2011 on the reported net loss attributable to Zipcar, Inc. and net loss attributable to common stockholders per share basic and diluted, are not considered material and therefore are not disclosed. Acquisition costs associated with Avancar are recorded in selling, general and administrative expenses and are also not considered material for the six months ended June 30, 2012.

On February 10, 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. The Company recognized equity loss of $243 and $312 for the three and six months ended June 30, 2012, respectively, which is reported as other income (expense), net. As of June 30, 2012, this investment had a carrying value of $8,387, which is reported in other noncurrent assets.

In connection with the acquisition of Flexcar, 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

Table of Contents

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 option, 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 three and six months ended June 30, 2012 and 2011 is provided below:

	For The Three Months Ended June 30,		For The Six Months Ended June 30,	
	2012	2011	2012	2011
(amounts in thousands)				
Balance at beginning of the period	$ 1,531	$ 366	$ 400	$ 277
Accretion of non-controlling interest to redemption value		122		216
Redemption of non-controlling interest			(400)	
Acquisition of redeemable non-controlling interest			1,548	
Net loss attributable to redeemable non-controlling interest	(114)	(7)	(168)	(12)
Foreign currency translation adjustment	(85)		(48)	
Balance at end of the period	$ 1,332	$ 481	$ 1,332	$ 481

5. Goodwill and Other Intangible Assets

The following table displays goodwill and other intangible assets.

	June 30, 2012		December 31, 2011	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Goodwill	$ 102,577	$	$ 99,696	$
Member relationships	$ 11,125	$ (8,190)	$ 10,748	$ (7,124)
Parking spaces	1,908	(1,392)	1,803	(1,096)
Trade name	1,003	(748)	881	(560)
Noncompete agreements	671	(671)	665	(563)
Reservation system	325	(311)	284	(284)
	$ 15,032	$ (11,312)	$ 14,381	$ (9,627)

The changes in goodwill are as follows:

	Balance at December 31, 2011	Adjustments to Goodwill: Acquisitions	Adjustments to Goodwill: Foreign Exchange	Balance at June 30, 2012
Europe	$ 57,825	$ 2,357	$ 524	$ 60,706
North America	41,871			41,871

Total	$ 99,696	$ 2,357	$ 524	$ 102,577

6. Stock-Based Compensation

Stock-Based Incentive Plans. 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

Table of Contents

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, 2012, the number of shares available for issuance under the 2011 Plan increased by 1,189,675 shares. 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 June 30, 2012 and December 31, 2011, options to purchase 5,434,120 and 4,472,747 shares of common stock, respectively, were outstanding. As of June 30, 2012 and December 31, 2011, 2,389,068 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. During the six months ended June 30, 2012, the Company granted options to purchase 1,331,300 shares of its common stock to employees with a weighted average exercise price of $13.23 and a weighted average grant date fair value of $7.08.

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 issuance. 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 June 30, 2012, 65,015 shares were restricted and the Company has recorded $938 associated with such shares as a current liability.

Stock-Based Compensation. The Company recognized stock-based compensation expense on all awards in the following expense categories:

	For The Three Months Ended June 30,		For The Six Months Ended June 30,	
	2012	2011	2012	2011
Member services and fulfillment	$ 54	$ 24	$ 97	$ 49
Research and development	31	39	90	81
Selling, general, and administrative	1,375	877	2,475	1,824
Total stock-based compensation	$ 1,460	$ 940	$ 2,662	$ 1,954

7. Accrued Expenses

	June 30, 2012	December 31, 2011
Fleet related	$ 4,449	$ 3,455
Payroll and related benefits	3,868	4,237
Sales tax	2,528	4,899
Legal, audit, tax, and professional fees	2,322	1,382
Insurance	2,180	1,852
Marketing	1,507	156
Deposit liability	1,348	1,250
Other	962	949
Member deposits	938	803
Interest and credit card fees	665	701
Rent	422	319

Total accrued expenses	$ 21,189	$ 20,003

8. 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.

14

Table of Contents

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 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 has 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.

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 0.65% per annum on the undrawn portion. ZVF expects to continue to use the ABS facility to purchase vehicles.

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 $2,024 and $1,698 at June 30, 2012 and December 31, 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 $117,644 and $70,010 as of June 30, 2012 and December 31, 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 Income (Expense), net.

Long-term debt consists of the following:

	June 30, 2012	December 31, 2011
ABS facilities	$ 86,000	$ 48,000
Less: current portion of long-term debt		
Long-term debt	$ 86,000	$ 48,000

15

Table of Contents

Payments due on long-term debt during each of the five fiscal years subsequent to June 30, 2012 are as follows:

2012	$
2013	
2014	36,000
2015	50,000
	$ 86,000

The Company had $1,850 and $3,200 outstanding under letters of credit as of June 30, 2012 and December 31, 2011, respectively, related to operating leases.

9. 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. The Company also leases vehicles under noncancelable lease agreements (generally one-year commitments). Lease expenses for the Company s office spaces and vehicles under operating leases were $4,076 and $6,420 for the three months ended June 30, 2012 and 2011, respectively and $8,653 and $13,191 for the six months ended June 30, 2012 and 2011, 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.

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 June 30, 2012 are as follows:

	Operating Leases	Capital Leases
2012	3,190	11,373
2013	4,023	12,471
2014	1,513	8,340
2015	1,219	2,357
2016	965	
2017	704	
2018	233	
Total future minimum lease payments	11,847	34,541
Less amounts currently due		17,877
		16,664

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 June 30, 2012 and December 31, 2011.

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

Table of Contents

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, we filed a motion to dismiss, and on July 31, 2012, the court granted our motion to dismiss, dismissing the lawsuit with prejudice.

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.

10. Income Taxes

There is no provision (benefit) for income taxes for the three months ended June 30, 2012. For the three months ended June 30, 2011, a state current provision of $23 was recorded. A state current (benefit) and provision of $(57) and $40 was recorded for the six months ended June 30, 2012 and 2011, respectively.

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. The Company has significant deferred tax assets related to its net operating loss carryforwards. A valuation allowance against net deferred tax assets is required if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company has provided a valuation allowance for the full amount of its net deferred tax assets as the Company believes that it is more likely than not that any future benefit from the deductible temporary differences and net operating losses and tax credit carryforwards will not be realized. The Company will continue to assess the need for a valuation allowance in the future based on the weight of the evidence available. It is reasonably possible the Company could release some or all of its valuation allowance in the near term. In the quarter in which the valuation allowance is released, it is possible the Company would record a material tax benefit reflecting the release, which could result in a large favorable impact on the Company s effective tax rate and high earnings per share from net income attributable to Zipcar in such quarter.

The Company has no amounts recorded for any unrecognized tax benefits as of June 30, 2012. The Company s policy is to record estimated interest and penalties related to the underpayment of income taxes, if any, as a component of its income tax provision. As of June 30, 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 jurisdictions in the United Kingdom, Canada and in Spain are also open for income tax audit examination since December 31, 2008. In addition, as the Company has net operating loss carryforwards, the Internal Revenue Service is permitted to audit earlier years and propose adjustments up to 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 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 net operating loss 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 net operating losses 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 net operating losses and credits are available for future utilization.

11. 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 Limited, or Streetcar, in 2010. The Europe segment includes the operations of the United Kingdom and, since February 2012, Spain, when the Company acquired a majority ownership interest in Avancar. 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.

Table of Contents

The Company s segment information is as follows:

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Revenue:				
North America	$ 58,829	$ 50,363	$ 107,995	$ 90,530
Europe	11,980	11,196	21,947	20,162
Total segment revenue	$ 70,809	$ 61,559	$ 129,942	$ 110,692
Income (loss) before income taxes:				
North America	11,195	9,087	19,465	14,783
Europe	(344)	(930)	(1,777)	(2,966)
Total segment income before income taxes	10,851	8,157	17,688	11,817
Corporate expenses	(8,198)	(6,551)	(15,654)	(12,805)
Acquisition and integration costs	(740)	(1,090)	(1,101)	(1,988)
Stock-based compensation	(1,460)	(940)	(2,662)	(1,954)
Amortization of acquired intangible assets	(753)	(994)	(1,639)	(2,067)
Interest income	77	11	153	20
Interest expense (non-vehicle)	(6)	(3,683)	(39)	(4,996)
Other income (expense), net	(307)	(462)	(441)	336
Loss before income taxes and noncontrolling interest	$ (536)	$ (5,552)	$ (3,695)	$ (11,637)

	For the Three Months Ended June 30, 2012	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2012	For the Six Months Ended June 30, 2011
Interest expense:				
North America	$ 695	$ 545	$ 1,351	$ 1,334
Europe	324	302	605	655
Total segment interest expense	1,019	847	1,956	1,989
Corporate interest expense	6	3,683	39	4,996
Total	$ 1,025	$ 4,530	$ 1,995	$ 6,985

	For the Three Months Ended	For the Six Months Ended

	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Depreciation and amortization:				
North America	$ 6,334	$ 3,544	$ 11,201	$ 5,987
Europe	2,024	2,230	4,723	4,405
Total segment depreciation	8,358	5,774	15,924	10,392
Corporate depreciation	521	457	976	863
Amortization of acquired intangible assets	753	994	1,639	2,067
Total	$ 9,632	$ 7,225	$ 18,539	$ 13,322

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
Revenue:				
United States	$ 55,140	$ 46,981	$ 101,195	$ 84,589
United Kingdom	11,456	11,196	21,132	20,162
Other International	4,213	3,382	7,615	5,941
Total	$ 70,809	$ 61,559	$ 129,942	$ 110,692

	June 30, 2012	December 31, 2011
Long-lived assets:		
United States	$ 128,656	$ 76,809
International	31,667	26,980
Total	$ 160,323	$ 103,789

Table of Contents

12. Subsequent event

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. The purchase price will be allocated to net tangible and intangible assets acquired. Due to the timing of this acquisition, the initial purchase accounting is not complete as of the date of this report.

19

Table of Contents

ITEM 2. 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 condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q.

This Quarterly Report on Form 10-Q 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 Quarterly Report on Form 10-Q 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 Part II Item 1A titled Risk Factors in this Quarterly Report on Form 10-Q 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.

Overview

Zipcar operates the world s leading car sharing network. We operate our membership-based business with over 11,000 vehicles in 19 major metropolitan areas and on more than 250 college campuses in the United States, Canada, the United Kingdom, Spain and Austria. Our car sharing service provides more than 730,000 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 $57.8 million in 2007 to $241.6 million in 2011 and $129.9 million for the six months ended June 30, 2012. Since our inception, a substantial portion of our revenue has been generated in North America. As of June 30, 2012, we had an accumulated deficit of $76.1 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, operating under the name CarSharing.at.

Table of Contents

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, 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.

21

Table of Contents

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 in the notes to the condensed consolidated financial statements appearing elsewhere in this Quarterly Report on Form 10-Q and in our 2011 Annual Report on Form 10-K filed with the SEC on March 9, 2012 have the greatest potential impact on our financial statements and, therefore, we consider these to be our critical accounting policies. We believe that the following policies involve the most judgment and complexity:

- Revenue recognition;
- Software development costs;
- Income taxes;
- Valuation of Long-Lived and Intangible Assets, Including Goodwill;
- Accounting for Acquisitions;
- Stock-based compensation; and
- Valuation of Marketable Securities

Accordingly, we evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions and conditions.

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.

Table of Contents

Results of Consolidated Operations

	For the Three Months Ended June 30, 2012	2011	For the Six Months Ended June 30, 2012	2011
	(in thousands, except share and per share data)			
Revenue	$ 70,809	$ 61,559	$ 129,942	$ 110,692
Cost and expenses				
Fleet operations	43,930	40,525	83,658	75,491
Member services and fulfillment	5,075	5,067	9,255	9,138
Research and development	1,058	1,010	1,992	1,972
Selling, general and administrative	19,274	14,723	34,810	27,410
Amortization of acquired intangible assets	753	994	1,639	2,067
Total operating expenses	70,090	62,319	131,354	116,078
Income (loss) from operations	719	(760)	(1,412)	(5,386)
Other income (expense)				
Interest income	77	11	153	20
Interest expense	(1,025)	(4,530)	(1,995)	(6,985)
Other, net	(307)	(273)	(441)	714
Loss before income taxes	(536)	(5,552)	(3,695)	(11,637)
(Benefit) provision for income taxes		23	(57)	40
Net loss	(536)	(5,575)	(3,638)	(11,677)
Less: net loss attributable to redeemable noncontrolling interest	114	7	168	12
Net loss attributable to Zipcar, Inc.	$ (422)	$ (5,568)	$ (3,470)	$ (11,665)
Net loss attributable to common stockholders per share:				
Basic and Diluted	$ (0.01)	$ (0.17)	$ (0.09)	$ (0.60)

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

	For the Three Months Ended June 30, 2012	2011	For the Six Months Ended June 30, 2012	2011
Revenue	100.0%	100.0%	100.0%	100.0%
Cost and expenses				
Fleet operations	62.0	65.8	64.4	68.2
Member services and fulfillment	7.2	8.2	7.1	8.3
Research and development	1.5	1.6	1.5	1.8
Selling, general and administrative	27.2	23.9	26.8	24.8
Amortization of acquired intangible assets	1.1	1.6	1.3	1.9
Total operating expenses	99.0	101.1	101.1	105.0
Income (loss) from operations	1.0	(1.1)	(1.1)	(5.0)

Other income (expense)				
Interest income	0.1	0.0	0.1	0.0
Interest expense	(1.4)	(7.4)	(1.5)	(6.3)
Other, net	(0.4)	(0.4)	(0.3)	0.6
Loss before income taxes	(0.7)	(8.9)	(2.8)	(10.7)
(Benefit) provision for income taxes				
Net loss	(0.7)	(8.9)	(2.8)	(10.7)
Less: net loss attributable to redeemable noncontrolling interest	0.2	0.0	0.1	0.0
Net loss attributable to Zipcar, Inc.	(0.5)%	(8.9)%	(2.7)%	(10.7)%

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.

Our North America segment, which includes the United States and Canada, represented substantially all of our revenue until our acquisition of Streetcar in 2010. Revenue increased from $50.4 million for the three months ended June 30, 2011 to $58.8 million for the three months ended June 30, 2012 in our North America segment, and the segment income before income taxes, which excludes corporate expenses and certain other costs, improved from $9.2 million to $11.2 million during this period. Revenue increased from $90.5 million for the six months ended June 30, 2011 to $108.0 million for the six months ended June 30, 2012 in our North America segment, and the segment income before income taxes, which excludes corporate expenses and certain other costs, improved from $14.9 million to $19.5 million during this period. 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 and scale-based efficiencies.

Our Europe segment includes the operations of the United Kingdom for the entire reported periods and the operations of Spain since February 2012, the month in which we acquired a majority ownership in Avancar. Revenue increased from $11.2 million for the three months ended June 30, 2011 to $12.0 million for the three months ended June 30, 2012 in our Europe segment. During this period, the segment loss before income taxes, which excludes corporate expenses and certain other costs, decreased from a loss of $0.9 million to a loss of $0.3 million. Revenue increased from $20.2 million for the six months ended June 30, 2011 to $21.9 million for the six months ended June 30, 2012 in our Europe segment. During this period, the segment loss before income taxes, which excludes corporate expenses and certain other costs, decreased from $3.0 million to $1.8 million. This change is primarily due to improvements in our London operations, particularly in fleet utilization and revenue per vehicle, following the integration of the former Streetcar business in the fourth quarter of 2011. Refer to Note 11 to the consolidated financial statements for additional segment information.

Comparison of Three and Six Months Ended June 30, 2012 and 2011

Revenue

	For the Three Months Ended June 30,		Change		For the Six Months Ended June 30,		Change	
	2012	2011	$	%	2012	2011	$	%
	(amounts in thousands)							
Vehicle usage revenue	$ 60,400	$ 53,260	$ 7,140	13.4%	$ 109,624	$ 95,163	$ 14,461	15.2%
Fee revenue	10,322	8,235	2,087	25.3%	20,156	15,393	4,763	30.9%
Other revenue	87	64	23	35.9%	162	136	26	19.1%
Total	$ 70,809	$ 61,559	$ 9,250	15.0%	$ 129,942	$ 110,692	$ 19,250	17.4%

Total revenue increased 13.4% for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and 15.2% for the six months ended June 30, 2012 as compared to the six months ended June 30, 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 at June 30, 2012 compared to June 30, 2011 and a strong uptake in our damage waiver offering. Our average membership increased to 724,000 for the three months ended June 30, 2012 from 596,000 for the three months ended June 30, 2011 and to 710,000 for the six months ended June 30, 2012 from 581,000 for the six months ended June 30, 2011. Annual fee revenue and application fee revenue are recognized ratably over one and five years, respectively. Revenue per member decreased by $5 to $98 for the three months ended June 30, 2012 from $103 for the three months ended June 30, 2011 and by $8 to $183 for the six months ended June 30, 2012 from $191 for the six months ended June 30, 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.

Operating Expenses

	For the Three Months Ended June 30,		Change		For the Six Months Ended June 30,		Change	
	2012	2011	$	%	2012	2011	$	%
	(amounts in thousands)							
Fleet Operations	$ 43,930	$ 40,525	$ 3,405	8.4%	$ 83,658	$ 75,491	$ 8,167	10.8%
Member services and fulfillment	5,075	5,067	8	0.2%	9,255	9,138	117	1.3%
Research and development	1,058	1,010	48	4.8%	1,992	1,972	20	1.0%
Selling, general and administrative	19,274	14,723	4,551	30.9%	34,810	27,410	7,400	27.0%

Amortization of acquired intangible assets	753	994	(241)	-24.2%	1,639	2,067	(428)	-20.7%
Total	$ 70,090	$ 62,319	$ 7,771	12.5%	$ 131,354	$ 116,078	$ 15,276	13.2%

Table of Contents

Fleet Operations: Fleet operations expenses increased 8.4% for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and 10.8% for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011. Fleet operations expenses increased as a result of an increase in the number of vehicles in our fleet. The average number of vehicles in our fleet increased by 1,357 to 10,512 for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and by 1,123 to 9,762 for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011. In addition, cost per vehicle decreased 5.3% in the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and decreased marginally in the six months ended June 30, 2012 as compared to the six months ended June 30, 2011 primarily due to improved cost leverage associated with increased average fleet size. Fleet operations expenses as a percentage of revenue decreased to 62.0% for the three months ended June 30, 2012 from 65.8% for the three months ended June 30, 2011 and 64.4% for the six months ended June 30, 2012 from 68.2% for the six months ended June 30, 2011 due to improved cost leverage, lower fuel costs and lower fleet financing costs due to the shift of vehicles onto our ABS facility.

Member Services and Fulfillment: Member services and fulfillment costs were flat for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and increased 1.3% for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011. Member services and fulfillment costs increased primarily due to an increase in average membership of approximately 128,000 to 724,000 for the three months ended June 30, 2012 from 596,000 for the three months ended June 30, 2011 and by approximately 129,000 to 710,000 for the six months ended June 30, 2012 from 581,000 for the six months ended June 30, 2011. Member services and fulfillment as a percentage of revenue decreased to 7.2% for the three months ended June 30, 2012 from 8.2% for the three months ended June 30, 2011 and decreased to 7.1% for the six months ended June 30, 2012 from 8.3% for the six months ended June 30, 2011 due to volume-based improvements in merchant processing fees and leverage from our member service center.

Research and Development: Research and development expenses increased 4.8% for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and 1.0% for the six months ended June 30, 2012 compared to the six months ended June 30, 2011. Research and development expenses as a percentage of revenue decreased to 1.5% from 1.6% for the three months ended June 30, 2012 and 2011, respectively, and to 1.5% from 1.8% for the six months ended June 30, 2012 and 2011, respectively. The 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.

Selling, General and Administrative: Selling, general and administrative expenses increased 30.9% for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and 27.0% for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011. The increase in selling, general and administrative expenses for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 was primarily due to: an increase in marketing programs and advertising costs of $2.1 million principally associated with our broadcast media campaign; labor and labor-related expenses of $1.8 million, including stock compensation expense and the expansion of our Zipcar for Business direct salesforce; and other general and administrative related expenses of $0.5 million associated with operating as a public company and investment in our expanded European infrastructure. The increase in selling, general and administrative expenses for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011 was primarily due to: an increase in marketing programs and advertising costs of $3.5 million principally associated with our broadcast media campaign; labor and labor-related expenses of $3.0 million, including stock compensation expense and the expansion of our Zipcar for Business direct salesforce; and other general and administrative related expenses of $0.9 million associated with operating as a public company and investment in our expanded European infrastructure. Selling, general and administrative expenses as a percentage of revenue increased to 27.2% for the three months ended June 30, 2012 from 23.9% for the three months ended June 30, 2011 and to 26.8% for the six months ended June 30, 2012 from 24.8% for the six months ended June 30, 2011.

Amortization of Acquired Intangible Assets: Acquired intangible assets associated with the Streetcar, Flexcar and Avancar acquisitions include member relationships, parking spaces, non-compete agreements, tradenames and reservation systems in existence at the time of the acquisition, 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 assets are consumed. Amortization of acquired intangible assets decreased slightly to $0.8 million from $1.0 million for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and to $1.6 million from $2.1 for the six months ended June 30, 2012 as compared to the six months ended June 30, 2011 due to full amortization of certain intangible assets.

Interest Income: Interest income remained unchanged for the three and six months ended June 30, 2012 as compared to the three and six months ended June 30, 2011.

Interest Expense: Interest expense decreased by $3.5 million to $1.0 million for the three months ended June 30, 2012 from $4.5 million for the three months ended June 30, 2011 and by $5.0 million to $2.0 million for the six months ended June 30, 2012 from $7.0 million for the six months ended June 30, 2011. This decrease resulted from the retirement of high-cost corporate debt with our IPO proceeds in the second quarter of 2011.

Other Income (expense), net: Other income (expense), net was flat for the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 and decreased to a loss of $0.4 million for the six months ended June 30, 2012 from income of $0.7 million for the six months ended June 30, 2011. This decrease is primarily attributable to the sale of Zero Emission Vehicle, or

Table of Contents

ZEV, credits of $0.9 million during the first quarter of 2011. 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. In addition, for the six months ended June 30, 2012, we recorded a loss of $0.3 million related to our equity investment in Wheelz.

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.

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 income or loss from investments accounted for under the equity method. 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 June 30,		For the Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Key Financial and Operating Metrics:				
Ending members	731,504	604,571	731,504	604,571
Ending vehicles	11,105	9,480	11,105	9,480
Usage revenue per vehicle per day	$ 65	$ 65	$ 63	$ 61
Total revenue per member per period	$ 98	$ 103	$ 183	$ 190
Cost per new account	$ 89	$ 70	$ 81	$ 61
Average monthly member retention	97.7%	97.8%	97.9%	98.0%
Adjusted EBITDA *(in thousands)*	$ 3,407	$ 2,316	$ 3,399	$ 431

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 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 period is the result of lower per vehicle revenue principally due to a focus on shifting mix from daily reservations to more profitable hourly reservations as well as decrease in the growth of net new members, who on average tend to be more active.

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 increased over the comparable prior year period due to increased marketing and advertising programs primarily associated with our broadcast media campaign.

Table of Contents

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 remained relatively stable.

Adjusted EBITDA is reconciled to our net income to show the impact of items not reflected. 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 loss, the most comparable GAAP measure, for each of the periods indicated:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
	(in thousands)			
Reconciliation of Adjusted EBITDA				
Net loss attributable to Zipcar, Inc.	$ (422)	$ (5,568)	$ (3,470)	$ (11,665)
Stock compensation	1,460	940	2,662	1,954
Amortization	753	994	1,639	2,067
Non-vehicle depreciation	688	605	1,301	1,166
Acquisition and integration cost	740	1,090	1,101	1,988
Loss of equity-method investee	243		312	
Non-vehicle interest expense	22	3,693	64	5,038
Interest income	(77)	(11)	(153)	(20)
Taxes		23	(57)	40
Preferred stock warrant liability adjustment		550		724
Zero Emission Vehicle credits				(861)
Adjusted EBITDA	$ 3,407	$ 2,316	$ 3,399	$ 431

In addition to key operating and financial metrics, we have chosen to provide further information that 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	
	June 30, 2012	June 30, 2011
Owned vehicles	7,402	3,684
Capital lease vehicles	1,662	1,621
Operating lease vehicles	2,041	4,175
Ending vehicles	11,105	9,480

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, our wholly-owned bankruptcy-remote special purpose entity, completed the closing of the original series of variable funding notes, or the 2010 Series, under our ABS facility. In May 2011 and again in May 2012, the 2010 Series was amended and extended. Additionally, 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. As a result of the ABS facility, our mix of owned vehicles continues to increase in 2012 as we purchased more vehicles under such 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 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 all fleet related and insurance costs, market-related advertising, public relations expenses and an allocation of the costs of operating of the member services contact center. Corporate costs and overhead, such as finance, legal and IT expense are not allocated to our Established Markets.

Table of Contents

Our quarterly Established Markets data is as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2012	2011	2012	2011
Established Markets:				
Ending members	377,826	319,952	377,826	319,952
Ending vehicles	6,157	5,147	6,157	5,147
Usage revenue per vehicle per day	$ 69	$ 70	$ 68	$ 67
Revenue *(in thousands)*	$ 39,760	$ 34,424	$ 72,549	$ 61,518
Income before tax *(in thousands)*	$ 8,676	$ 7,461	$ 15,491	$ 12,020

During the three months ended June 30, 2012, revenue for Established Markets grew 15.5% from the same period in 2011, while income before tax was 21.8% of revenue as compared to 21.7% in the prior year period. During the six months ended June 30, 2012, revenue for Established Markets grew 17.9% from the same period in 2011, while income before tax was 21.4% of revenue as compared to 19.5% in the prior year period.

Liquidity and Capital Resources

Since inception, we have incurred recurring losses and have an accumulated deficit of $76.1 million through June 30, 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 June 30, 2012, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling $81.3 million and $14 million available for vehicle financing 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.

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. 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. In May 2012, we entered into a second amendment and restatement and extension of the 2010 Series to reduce the undrawn fee rate by 15 basis points, provide for the ability to finance vehicles made by certain other manufacturers, and extend the commitment termination date from May 9, 2012 to May 8, 2013, extend the expected final maturity date from May 9, 2014 to May 8, 2015.

Table of Contents

Additionally, in December 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. Our interest rates are subject to increase following an amortization event, such as non-renewal. We expect that ZVF will continue to use the ABS facility to purchase vehicles.

	Six Months Ended June 30,	
	2012	2011
	(in thousands)	
Condensed cash flows		
Net loss	$ (3,638)	$ (11,677)
Non-cash adjustments	22,201	19,322
Changes in working capital	7,089	2,060
Net cash provided by operating activities, net of acquisition	25,652	9,705
Purchases of available-for-sale securities	(18,209)	
Proceeds from sale of available-for-sale securities	17,712	
Increase in restricted cash	(3,402)	(5,947)
Investment in equity method investee	(8,700)	
Proceeds from sale of property and equipment	11,534	5,858
Purchases of property and equipment	(69,071)	(38,316)
Other	(142)	(101)
Net cash used in investing activities	(70,278)	(38,506)
Proceeds from issuance of debt, net of debt issuance costs	37,058	25,683
Payments of principal under notes payable, capital lease obligations and other debt	(12,500)	(61,754)
Proceeds from issuance of restricted stock		2,500
Proceeds from issuance of common stock in connection with initial public offering		109,719
Other	1,046	791
Net cash provided by financing activities	25,604	76,939
Effect of exchange rate changes on cash and cash equivalents	(401)	(141)
Net (decrease) increase in cash and cash equivalents	(19,423)	47,997
Cash and cash equivalents		
Beginning of period	61,658	43,005
End of period	$ 42,235	$ 91,002

Operating activities:

Net cash provided by operating activities was $25.7 million for the six months ended June 30, 2012 primarily due to net income after non-cash adjustments and favorable changes in working capital. Net income after non-cash adjustments was $18.6 million excluding items such as depreciation, amortization, stock-based compensation, loss on disposal of fixed assets, and other items totaling $22.2 million. Favorable changes in operating assets and liabilities of $7.1 million primarily relate to increases to liabilities and accrued expenses and 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 as a result of an increase in our membership base.

Net cash provided by operating activities during the six months ended June 30, 2011 was $9.7 million primarily due to net income after non-cash adjustments and favorable changes in working capital. Net income after non-cash adjustments was $7.6 million excluding non-cash items such as depreciation, amortization, accretion of warrants, stock-based compensation and other items totaling $19.3 million. Net income after non-cash adjustments includes $0.9 million of other income associated with the sale of certain ZEV credits. Favorable changes in operating assets and liabilities of $2.1 million primarily relate to increases to liabilities and accrued expenses due to 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 as a result of an increase in our membership base.

Table of Contents

Investing activities:

Cash used in investing activities during the six months ended June 30, 2012 of $70.3 million was principally due to purchases of property and equipment of $69.1 million primarily under the ABS facility, our $8.7 million investment in Wheelz, purchases of marketable securities of $18.2 million and an increase in restricted cash of $3.4 million, partially offset by proceeds from the sale of marketable securities of $17.7 million and proceeds from the sale of property and equipment of $11.5 million. The 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 during the six months ended June 30, 2011 of $38.5 million was primarily due to purchases of property and equipment of $38.3 million under the ABS facility and an increase in restricted cash of $5.9 million, partially offset by proceeds from the sale of property and equipment of $5.9 million. The purchases were primarily for incremental and replacement vehicles and in-car equipment to support increased reservations from our growing membership base.

Financing activities:

Cash provided by financing activities during the six months ended June 30, 2012 of $25.6 million was due to the issuance of debt under our ABS facility of $37.1 million and proceeds from the exercise of stock options and warrants $1.0 million offset by principal payments associated with capital lease obligations and the repayment and retirement of debt obligations of $12.5 million.

Cash provided by financing activities during the six months ended June 30, 2011 of $76.9 million was due to net proceeds from the IPO of $109.7 million, the issuance of debt under the ABS facility of $25.7 million, proceeds from the exercise of stock options and warrants of $0.8 million as well as the issuance of restricted stock of $2.5 million, partially offset by principal payments associated with capital lease obligations and the repayment and retirement of debt obligations of $61.8 million.

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, changes in gasoline prices and other costs.

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 June 30, 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	3-5 Years	More than 5 Years
	(in thousands)				
Operating leases	$ 11,847	$ 6,061	$ 3,360	$ 1,875	$ 551
Capital leases	34,541	17,877	16,302	362	
Debt	86,000		86,000		
Total	$ 132,388	$ 23,938	$ 105,662	$ 2,237	$ 551

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. 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.

ITEM 3. 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 June 30, 2012, we had unrestricted cash, cash equivalents and marketable securities totaling $81.3 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 June 30, 2012 comprised ABS debt and capital leases, which totaled $120.5 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 June 30, 2012 carry interest at a variable rate. Our ABS debt carries interest at a variable rate and we have entered into associated interest rate cap agreements to mitigate related interest rate exposure. We did not have any other debt outstanding in which fluctuations in the interest rates would impact us.

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. Assets and liabilities associated with our U.K., Spanish, and Canadian 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. 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.

Table of Contents

ITEM 4. 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 of June 30, 2012. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of June 30, 2012, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. 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.

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.

Table of Contents

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 Quarterly Report on Form 10-Q 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 Our Business

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

We have experienced net losses in each year since our inception and as of June 30, 2012, we had an accumulated deficit of $76.1 million. Although we were profitable for the last two quarters of 2011, we incurred a net loss for the first two quarters of 2012. We cannot provide assurance that our business operations will again obtain profitability or if we will continue to incur net losses for the remainder of 2012 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 Quarterly Report on Form 10-Q, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events.

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.

Table of Contents

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.

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 but not yet integrated 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 but not yet integrated 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.

Table of Contents

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 June 30, 2012, our goodwill and intangible assets, net, represented approximately $106.3 million, or 26.6%, 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.

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 lessor auctions, open 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 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 be using a 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 or our insurance coverages prove to be inadequate.

We do not have third-party insurance coverage for damage to our vehicles, but we do have third-party insurance coverage, subject to limits, 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. 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 delays in settling claims, thereby increasing claim costs. In addition, 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.

35

Furthermore, many colleges, universities, cities and municipalities prefer to do business with parties with significant financial resources who can provide substantial insurance coverage. Should we be unable to renew our excess liability insurance and other commercial insurance policies at competitive rates, this loss could have an adverse effect on our financial condition and results of operations. In the future, we may 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.

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 snow or rain storms. In the future 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 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, as 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.

Table of Contents

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 profitable.

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 would 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 may be adversely affected.

We rely on third-party support service providers to deliver our services to our members. If these service provider experiences 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.

Table of Contents

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.

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. Imposing such tax would 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.

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.

Table of Contents

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.

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, which was dismissed with prejudice on July 31, 2012. We may be subject to other consumer class action lawsuits in the future. 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.

Table of Contents

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. For example, 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. 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.

In addition, the Sarbanes-Oxley Act requires that we maintain effective internal control over financial reporting and disclosure controls and procedures. In particular, for the year ending December 31, 2012, we must perform system and process evaluation and testing of our internal control over financial reporting to allow management and our independent public accounting firm to report on the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our testing, or the subsequent testing by our accounting firm, may reveal deficiencies in our internal control over financial reporting that are deemed to be material weaknesses. In order to comply with Section 404, we may incur substantial accounting expense, expend significant management time on compliance-related issues, and hire additional finance and accounting staff with appropriate public company experience and technical accounting knowledge. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock would likely decline and we could be subject to lawsuits, sanctions or investigations by regulatory authorities, which would require additional financial and management resources.

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

As of June 30, 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 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 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.

Table of Contents

Risks Relating 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 June 30, 2012, we had an aggregate principal amount of debt outstanding of approximately $120.5 million, $34.5 million of which represents vehicle leases of Zipcar with several third parties and $86.0 million of which is directly associated with 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 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.

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 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 $6.50. 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;

Table of Contents

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;

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; and

changes in general economic, industry and market conditions.

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;
- 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.

Table of Contents

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 $4.1 million, $2.8 million, $1.7 million and $2.7 million during 2011, 2010 and 2009 and the six months ended June 30, 2012, respectively. We expect our stock-based compensation expenses will continue to be significant in future periods, which will have an adverse impact on our operating results. The model used by us 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 June 30, 2012, our executive officers and directors and their affiliates beneficially owned, in the aggregate, approximately 35.5% 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 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Unregistered Sales of Equity Securities

During the period from April 1, 2012 through June 30, 2012, holders of our warrants exercised warrants to purchase an aggregate of 178,465 shares of our common stock. The warrants were exercised via a cashless net share settlement process, resulting in the forfeiture of 102,029 shares in satisfaction of the warrant exercise price, and the issuance of 76,435 shares of our common stock.

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 and $8.7 million of these proceeds to fund our investment in Wheelz, Inc. 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.

Table of Contents

INDEX TO EXHIBITS

ITEM 6. EXHIBITS

Exhibits	
10.1	Second Amended and Restated Series 2010-1 Supplement, dated May 9, 2012, to the Amended and Restated Base Indenture between Zipcar Vehicle Financing LLC (ZVF) and Deutsche Bank Trust Company Americas, as trustee, dated May 11, 2011.
10.2	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.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) / Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) / Rule 15d-14(a) of the Securities Exchange Act of 1934 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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*

* 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.

Table of Contents

SIGNATURES

Pursuant to the requirements 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*
Date: August 3, 2012	*(Principal Financial and Accounting Officer and Duly Authorized Signatory)*