

ZIPCAR INC  
Form 8-K  
May 31, 2012

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 05/31/2012**

**Zipcar, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-35131**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**04-3499525**  
(IRS Employer  
Identification No.)

**25 First Street, 4th Floor**  
Cambridge, MA 02141  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

At the annual meeting of stockholders of Zipcar, Inc. (the "Company") held on May 31, 2012, the Company's stockholders voted on the following proposals:

1. The following nominees were elected to the Company's Board of Directors (the "Board") as Class I directors for terms expiring at the 2015 annual meeting of stockholders.

Nominee	For	Withheld	Broker Non-Votes
Edward P. Gilligan	21,870,000	141,677	12,166,274
Scott W. Griffith	21,873,628	138,049	12,166,274
Robert C. Kagle	21,856,306	155,371	12,166,274

2. The appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2012 was ratified.

For: 33,992,378  
Against: 105,823  
Abstain: 79,750

3. A non-binding, advisory proposal on the compensation of the Company's named executive officers was approved.

For: 21,175,663

Against: 383,115  
Abstain: 452,899  
Broker Non-Votes: 12,166,274

4. The stockholders recommended, in a non-binding, advisory vote, that future advisory votes on the compensation of the Company's named executive officers be held every year.

Every 1 Year: 21,458,618  
Every 2 Years: 84,041  
Every 3 Years: 426,355  
Abstain: 42,663  
Broker Non-Votes: 12,166,274

After taking into consideration the foregoing voting results and the Board's prior recommendation in favor of an annual advisory shareholder vote on the compensation of the Company's named executive officers, the Board intends to hold future advisory votes on the compensation of the Company's named executive officers every year.

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**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 hereunto duly authorized.

Zipcar, Inc.

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Date: May 31, 2012

By: /s/ Dean J. Breda

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Dean J. Breda  
General Counsel and Secretary