

Levinson John C  
Form DFAN14A  
March 24, 2009

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

**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☒

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a- 6(e)(2) )**  
☐ Definitive Proxy Statement  
☐ Definitive Additional Materials  
☒ Soliciting Material Pursuant to Rule 14a-12

**ORBCOMM INC.**

(Name of the Registrant as Specified In Its Charter)

John C. Levinson

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
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- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:
2. Form, Schedule or Registration Statement No.:
3. Filing Party:
4. Date Filed:

**ORBCOMM INC. SHAREHOLDERS TO CONTEST ELECTION OF DIRECTORS AND  
PROPOSE TWO NEW BOARD MEMBERS**

**BOARD NOMINEES WILL SEEK TO ADDRESS UNDERPERFORMANCE BY ENHANCING  
THE SENIOR MANAGEMENT TEAM, IMPLEMENTING A STRATEGIC RE-DIRECTION AND  
IMPROVING OPERATIONAL EXECUTION**

**SHAREHOLDERS PROPOSE TO DE-STAGGER THE ORBCOMM BOARD**

NEW YORK MARCH 23, 2009 A group of shareholders announced today that they have formed the *Committee to Realize Value for ORBCOMM* (the "Committee") and intend to contest the election of two existing directors of ORBCOMM Inc. (Nasdaq: ORBC), including the company's Chairman.

In a preliminary proxy statement filed today with the SEC, the members of the Committee stated that they believe that the company has significantly underperformed with respect to operational, financial and stock price performance and that they have nominated two other individuals, Michael Miron and Steven G. Chrust, for election at the next annual shareholders meeting. Messrs. Miron and Chrust are both ORBCOMM shareholders and have the industry expertise and proven talent needed to revitalize the company.

The company's weak performance is a result of a flawed business strategy compounded by ineffective management. Despite owning a unique and valuable collection of communications assets that position ORBCOMM to be a leading service provider in rapidly growing M2M markets, the company has not capitalized on its valuable technology and asset infrastructure. It has consistently failed to deliver on subscriber growth, a key metric to growing revenue and profitability.

The board nominees named in the preliminary proxy will urge the following action plan:

**Appoint Michael Miron to the position of Chief Executive Officer.**

**Implement a strategic re-direction by aggressively focusing on market engagement and by fostering the development and deployment of applications to re-energize and drive subscriber and ARPU growth.**

**Objectively evaluate management's performance and augment the management team in vital areas, including the addition of senior market engagement officers.**

**Seek a capital raise of at least \$25 million in order to provide certainty that there is adequate cash for financing the full deployment of the next generation of satellites in a timely manner.**

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In addition, the members of the Committee are proposing the elimination of classification of terms of the Board of Directors in favor of the requirement that all directors stand for election annually, in a manner that does not affect the unexpired terms of the previously elected directors.

To obtain a copy of the Preliminary Proxy, please visit [www.sec.gov](http://www.sec.gov) or contact MacKenzie Partners.

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ALL STOCKHOLDERS OF ORBCOMM ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY THE COMMITTEE FOR USE AT ORBCOMM'S 2009 ANNUAL STOCKHOLDERS MEETING WHEN THEY BECOME AVAILABLE. WHEN COMPLETED, THE DEFINITIVE PROXY STATEMENT AND FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF ORBCOMM AND WILL, ALONG WITH OTHER RELEVANT DOCUMENTS, BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE COMMITTEE IN THE PROXY SOLICITATION WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST. INFORMATION RELATING TO THE COMMITTEE IS CONTAINED IN THE PRELIMINARY PROXY STATEMENT FILED BY THE COMMITTEE WITH THE SEC ON MARCH 24, 2009.