Eisenberg Jerome B Form 4 March 14, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

1(b).

(City)

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Eisenberg Jerome B	2. Issuer Name and Ticker or Trading Symbol ORBCOMM Inc. [ORBC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	( control of property)		
C/O ORBCOMM INC., 395 W PASSAIC STREET, SUITE 325	(Month/Day/Year) 03/12/2013	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ROCHELLE PARK, NJ 07662	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(State)

(Zip)

(City)	(State)	Tabl	e I - Non-D	Perivative S	Securi	ties Acqu	iired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Commo Stock	n 03/12/2013		Code V	Amount 11,922	(A) or (D)	Price \$ 2.325	Transaction(s) (Instr. 3 and 4) 1,016,420	(Instr. 4)	
Commo	n 03/12/2013		S <u>(1)</u>	11,922	D	\$ 5.003 (2)	1,004,498	D	
Commo Stock	n 03/13/2013		M	1,700	A	\$ 2.325	1,006,198	D	
Commo Stock	n 03/13/2013		S <u>(1)</u>	1,700	D	\$ 5	1,004,498	D	
Commo	n						15,759	I	by Cynthia Eisenberg

#### Edgar Filing: Eisenberg Jerome B - Form 4

Restricted
Stock Unit
(Time
Vested) (3)

13,054 (3) D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	orDeriv Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 2.325	03/12/2013		M		11,922	03/31/2005(4)	02/17/2014(4)	Common Stock
Stock Option (Right to Buy)	\$ 2.325	03/13/2013		M		1,700	03/31/2005(4)	02/17/2014(4)	Common Stock
Stock Appreciation Right	\$ 11						<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Appreciation Right	\$ 4.96						<u>(6)</u>	<u>(6)</u>	Common Stock
Stock Option (Right to Buy)	\$ 2.775						12/31/2005(7)	02/17/2014(7)	Common Stock
Stock Option (Right to Buy)	\$ 3.375						12/31/2006(8)	02/17/2014(8)	Common Stock
Stock Option (Right to Buy)	\$ 4.26						12/31/2006(9)	02/17/2014(9)	Common Stock
Stock Option (Right to	\$ 2.325						12/31/2007(10)	02/17/2014(10)	Common Stock

Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eisenberg Jerome B C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662



## **Signatures**

/s/ Christian Le Brun, by power of attorney

03/14/2013

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.03, inclusive. The reporting person undertakes to provide to ORBCOMM Inc., any security holder of ORBCOMM Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- (3) Each time vested Restricted Stock Unit ("RSU") represents the right to receive one share of common stock. The RSUs vest on January 1, 2014.
- (4) The options for common stock ("Options") were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. The PV SARs are fully vested, expire in October 2016 and have an exercise price equal to the initial public offering price of \$11.00 per share.
- Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards are fully vested, expire in March 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.
- (7) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014
- (8) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (9) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (10) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3