ORBCOMM Inc. Form 4

September 30, 2013

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Adda Stolte John J Ja	ress of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol ORBCOMM Inc. [ORBC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(First) (Middle) MM INC., 395 W REET, SUITE 325	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2013	Director 10% Owner Selow) EVP, Technology & Operations		
ROCHELLE P	(Street) PARK, NJ 07662	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip	Table I	- Non-Deri	vative Sec	urities	s Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/26/2013		M	13,334	A	\$ 4.26	52,615	D	
Common Stock	09/26/2013		S <u>(1)</u>	13,334	D	\$ 5.068 (2)	39,281	D	
Restricted Stock Unit (Performance Vested) (3)							40,000	D	

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

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(9-02)

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

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)	Secu Secu Acqu or Di (D)	rities aired (A) asposed of r. 3, 4,	6. Date Exercisab Date (Month/Day/Year		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 4.26	09/26/2013		M		13,334	12/31/2007(4)	02/17/2014(4)	Common Stock
Stock Appreciation Right	\$ 4.96						<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Appreciation Right	\$ 2.46						<u>(6)</u>	<u>(6)</u>	Common Stock
Stock Appreciation Right	\$ 2.46						<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Appreciation Right	\$ 3.65						(8)	(8)	Common Stock
Stock Appreciation Right	\$ 2.74						<u>(9)</u>	<u>(9)</u>	Common Stock
Stock Appreciation Right	\$ 3.53						(10)	(10)	Common Stock
Stock Option (Right to Buy)	\$ 2.325						03/31/2005(4)	02/17/2014(4)	Common Stock
Stock Option (Right to Buy)	\$ 2.775						12/31/2005(4)	02/17/2014(4)	Common Stock
	\$ 3.375						12/31/2006(4)	02/17/2014(4)	

Stock Option (Right to Buy) Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stolte John J Jr C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662

EVP, Technology & Operations

Signatures

/s/ Christian Le Brun, by power of attorney

09/30/2013

**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 \$4.99 to \$5.17, 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 above.
- (3) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. The PV RSU awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2013.
- (4) The options for common stock ("Options") were issued on February 17, 2004 are fully vested, and expire on February 17, 2014.
 - 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. 30,000 of the
- (5) TV SAR awards became fully vested on December 31, 2008 and 60,000 of the TV SAR awards became fully vested on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire on March 31, 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.
- Each TV 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 TV SAR to the date of exercise of the TV SAR. 25,000 of the TV SAR awards vested on each of December 31, 2010, December 31, 2011 and December 31, 2012. The TV SAR awards expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
 - 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
- (7) SAR awards vested based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for fiscal year 2010. The PV SARs expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
- (8) Each 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. One half of the 50,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2011 and 2012. The PV SARs expire on March 2, 2021 and have an exercise price of \$3.65 per share, the closing price of the common stock on the grant date. In March 2012, 13,750 PV SARs vested based on achievement of certain 2011 performance targets and 11,250 PV SARs lapsed unvested. (Note: The original Form 4 filing on March 4, 2011 incorrectly reported only the portion of the PV SAR award relating to 2011 performance targets. The number of PV SARs shown on this Form 4 includes the portion of the PV SAR award relating

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to 2012 performance targets as well.)

- Each TV 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 TV SAR to the date of exercise of the TV SAR. The TV SAR awards vested on December 31, 2011. The TV SAR awards expire on October 26, 2021 and have an exercise price of \$2.74 per share, the closing price of the common stock on the grant date.
- Each TV 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 TV SAR to the date of exercise of the TV SAR. The TV SAR awards will vest on January 1, 2014. The TV SAR awards expire on October 24, 2022 and have an exercise price of \$3.53 per share, the closing price of the common stock on the grant date.

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.