

ORBCOMM Inc.  
Form 4  
October 02, 2013

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Eisenberg Jerome B

(Last) (First) (Middle)

C/O ORBCOMM INC., 395 W  
PASSAIC STREET, SUITE 325

(Street)

ROCHELLE PARK, NJ 07662

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction  
(Month/Day/Year)

09/30/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or 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. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	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	09/30/2013		M	34,048 A	\$ 2.325	1,038,546	D
Common Stock	09/30/2013		S <sup>(1)</sup>	34,048 D	\$ 5.282 (2)	1,004,498	D
Common Stock	10/01/2013		M	13,434 A	\$ 2.325	1,017,932	D
Common Stock	10/01/2013		S <sup>(1)</sup>	13,434 D	\$ 5.279 (3)	1,004,498	D
					15,759	I	

Common  
Stockby Cynthia  
EisenbergRestricted  
Stock Unit  
(Time  
Vested) <sup>(4)</sup>13,054 <sup>(4)</sup> 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 2.325	09/30/2013		M	34,048	03/31/2005 <sup>(5)</sup> 02/17/2014 <sup>(5)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 2.325	10/01/2013		M	13,434	03/31/2005 <sup>(5)</sup> 02/17/2014 <sup>(5)</sup>	Common Stock
Stock Appreciation Right	\$ 11					<sup>(6)</sup> <sup>(6)</sup>	Common Stock
Stock Appreciation Right	\$ 4.96					<sup>(7)</sup> <sup>(7)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 2.775					12/31/2005 <sup>(5)</sup> 02/17/2014 <sup>(5)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 3.375					12/31/2006 <sup>(5)</sup> 02/17/2014 <sup>(5)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 4.26					12/31/2006 <sup>(5)</sup> 02/17/2014 <sup>(5)</sup>	Common Stock

Stock Option  
(Right to Buy) \$ 2.325

12/31/2007<sup>(5)</sup> 02/17/2014<sup>(5)</sup> Common Stock

## 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	X			

## Signatures

/s/ Christian Le Brun, by power of attorney 10/02/2013

\_\_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 \$5.27 to \$5.40, 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 ranges set forth in footnotes (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.27 to \$5.33, inclusive.

(4) Each time vested Restricted Stock Unit ("RSU") represents the right to receive one share of common stock. The RSUs vest on January 1, 2014.

(5) 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.

(7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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