

COSTANTINI ROBERT G

Form 4

March 09, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COSTANTINI ROBERT G

(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)

03/07/2018

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 \_\_\_\_ Other (specify  
below) below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock <sup>(1)</sup>        | 03/07/2018                              |   | S <sup>(2)</sup>                     | 3,532 D   | 10.23<br>\$<br><sup>(3)</sup>  | 203,746  | 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)**

Edgar Filing: COSTANTINI ROBERT G - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |
|---|---|---|---|---|---|--|---|--------------------------------|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                          | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Appreciation<br>Right                      | \$ 8.58   |   |   |   |   | <u>(4)</u>   | <u>(4)</u>  | Common<br>Stock                | 30,000<br><u>(4)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 6.6  |   |   |   |   | <u>(5)</u>   | <u>(5)</u>  | Common<br>Stock                | 27,000<br><u>(5)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 5.92   |   |   |   |   | <u>(6)</u>   | <u>(6)</u>  | Common<br>Stock                | 27,000<br><u>(6)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 2.46   |   |   |   |   | <u>(7)</u>   | <u>(7)</u>  | Common<br>Stock                | 75,000<br><u>(7)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 2.46   |   |   |   |   | <u>(8)</u>   | <u>(8)</u>  | Common<br>Stock                | 18,688<br><u>(8)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 3.65   |   |   |   |   | <u>(9)</u>   | <u>(9)</u>  | Common<br>Stock                | 18,125<br><u>(9)</u>                |
| Stock<br>Appreciation<br>Right                      | \$ 3.42   |   |   |   |   | <u>(10)</u>  | <u>(10)</u>   | Common<br>Stock                | 16,875<br><u>(10)</u>               |
| Stock<br>Appreciation<br>Right                      | \$ 2.74   |   |   |   |   | <u>(11)</u>  | <u>(11)</u>   | Common<br>Stock                | 50,000<br><u>(11)</u>               |
| Stock<br>Appreciation<br>Right                      | \$ 3.53   |   |   |   |   | <u>(12)</u>  | <u>(12)</u>   | Common<br>Stock                | 50,000<br><u>(12)</u>               |
| Restricted<br>Stock Unit<br>(Performance<br>Vested) | \$ 0 <sup>(13)</sup>  |   |   |   |   | <u>(13)</u>  | <u>(13)</u>   | Common<br>Stock                | 7,530                               |
| Restricted  | \$ 0 <sup>(14)</sup>  |   |   |   |   | <u>(14)</u>  | <u>(14)</u>   | Common                         | 7,530                               |

|   |                         |                 |                 |                 |                         |
|---|-------------------------|-----------------|-----------------|-----------------|-------------------------|
| Stock Unit<br>(Time<br>Vested)                      |                         |                 |                 |                 | Stock                   |
| Performance<br>Right<br>(Performance<br>Unit Award) | <u>(15)</u> <u>(16)</u> | <u>(15)(16)</u> | <u>(15)(16)</u> | Common<br>Stock | <u>(15)</u> <u>(16)</u> |
| Performance<br>Right<br>(Performance<br>Unit Award) | <u>(17)</u>             | <u>(17)</u>     | <u>(17)</u>     | Common<br>Stock | <u>(17)</u>             |
| Performance<br>Right<br>(Performance<br>Unit Award) | <u>(18)</u>             | <u>(18)</u>     | <u>(18)</u>     | Common<br>Stock | <u>(18)</u>             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| COSTANTINI ROBERT G<br>C/O ORBCOMM INC.<br>395 W PASSAIC STREET, SUITE 325<br>ROCHELLE PARK, NJ 07662 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/ Christian Le Brun, by power of attorney 03/09/2018

\_\_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 reporting person sold shares of common stock in the open market to cover income tax obligations associated with the vesting of Performance Vested Restricted Stock Units ("PV RSUs"), as disclosed on the reporting person's Form 4 filed on March 5, 2018.
- (2) These sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person, to cover tax withholding obligations.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.10 to \$10.38, inclusive. The reporting person undertakes to provide to ORBCOMM Inc. (the "Company"), any security holder of the Company, 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.
- (4) Each Time Vested Stock Appreciation Right ("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 (January 3, 2017) to the date of exercise of the TV SAR. One-third of the 30,000 TV SAR awards vested on January 1, 2018 and the rest will vest equally on January 1, 2019 and January 1, 2020. The TV SAR awards expire on January 3, 2027 and have an exercise price of \$8.58 per share, the closing price of the common stock on the grant date.
- (5)

## Edgar Filing: COSTANTINI ROBERT G - Form 4

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 (December 17, 2014) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2016. The TV SAR awards expire on December 17, 2024 and have an exercise price of \$6.60 per share, the closing price of the common stock on the grant date.

- (6) 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 (December 12, 2013) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2015. The TV SAR awards expire on December 12, 2023 and have an exercise price of \$5.92 per share, the closing price of the common stock on the grant date.

- (7) 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 (March 3, 2010) 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.

- (8) 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 (March 3, 2010) to the date of exercise of the PV SAR. In March 2011, 18,688 PV SARs of the 25,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2010 and 6,312 PV SARs lapsed unvested. 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.

- (9) 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 (March 2, 2011) to the date of exercise of the PV SAR. In March 2012, 18,125 PV SARs of the 25,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2011 and 6,875 PV SARs lapsed unvested. 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.

- (10) 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 (March 7, 2012) to the date of exercise of the PV SAR. In March 2013, 16,875 PV SARs of the 25,000 PV SAR awards originally granted vested based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2012 and 8,125 PV SARs lapsed unvested. The PV SARs expire on March 7, 2022 and have an exercise price of \$3.42 per share, the closing price of the common stock on the grant date.

- (11) 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 (October 26, 2011) 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.

- (12) 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 (October 24, 2012) to the date of exercise of the TV SAR. The TV SAR awards vested 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.

- (13) Each PV RSU represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2018.

- (14) Each Time Vested Restricted Stock Unit represents the right to receive one share of common stock or its cash equivalent on the vesting date, January 1, 2019.

- (15) The 2016 Performance Unit Award ("PUA") represents the right to receive up to 45% of the reporting person's 2016 base salary, in cash, common stock, or a combination of both, as determined by the Compensation Committee (the "Committee"). The 2016 PUA was allocated in 3 equal amounts (15% of 2016 base salary) to each of 2016, 2017 and 2018 and vests and is payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2016 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2016 PUA that vests and is payable will increase up to the maximum portion of the 2016 PUA allocated to that year.

- (16) The market price of the Company's common stock as of 12/31 of each year is based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.

- (17) The 2017 PUA represents the right to receive up to 45% of the reporting person's 2017 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2017 PUA was allocated in 3 equal amounts (15% of 2017 base salary) to each of 2017, 2018 and 2019 and vests and is payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2017 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2017 PUA that vests and is payable will increase up to the maximum portion of the 2017 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading

## Edgar Filing: COSTANTINI ROBERT G - Form 4

days immediately prior to 12/31.

- (18) The 2018 PUA represents the right to receive up to 45% of the reporting person's 2018 base salary, in cash, common stock or a combination of both, as determined by the Committee. The 2018 PUA was allocated in 3 equal amounts (15% of 2018 base salary) to each of 2018, 2019 and 2020 and vests and is payable only if the stock price reaches specified price targets as of 12/31 of each year and the reporting person is employed by the Company as of the vesting and payment dates. No portion of the 2018 PUA will vest if the threshold stock price is not reached for that year. If the stock price is above the threshold level for that year, the amount of the 2018 PUA that vests and is payable will increase up to the maximum portion of the 2018 PUA allocated to that year. The market price of the Company's common stock as of 12/31 of each year will be based on average daily closing prices of the common stock for the 20 trading days immediately prior to 12/31.

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.