

Eisenberg Jerome B  
Form 4  
January 03, 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  
Expires: January 31,  
2005  
Estimated average  
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., 2115  
LINWOOD AVENUE, SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2013

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 (A) 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)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Unit (Time Vested) <sup>(1)</sup>	01/02/2013		A		13,054	A	<u>11</u>
Common Stock					1,004,498	<sup>(2)</sup>	D
Common Stock					15,759	I	by Cynthia Eisenberg

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**

SEC 1474  
(9-02)

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**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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Stock Appreciation Right	\$ 11							(3)	(3)	Common Stock	95, (3)
Stock Appreciation Right	\$ 4.96							(4)	(4)	Common Stock	100, (9)
Stock Option (Right to Buy)	\$ 2.325							03/31/2005(5)	02/17/2014(5)	Common Stock	166
Stock Option (Right to Buy)	\$ 2.775							12/31/2005(6)	02/17/2014(6)	Common Stock	33,
Stock Option (Right to Buy)	\$ 3.375							12/31/2006(7)	02/17/2014(7)	Common Stock	33,
Stock Option (Right to Buy)	\$ 4.26							12/31/2006(8)	02/17/2014(8)	Common Stock	33,
Stock Option (Right to Buy)	\$ 2.325							12/31/2007(9)	02/17/2014(9)	Common Stock	33,

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

X

Eisenberg Jerome B  
C/O ORBCOMM INC.  
2115 LINWOOD AVENUE, SUITE 100  
FORT LEE, NJ 07024

## Signatures

/s/ Christian Le Brun, by power of  
attorney

01/03/2013

\_\_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) Each time vested Restricted Stock Unit ("RSU") represents the right to receive one share of common stock. The number of RSUs was determined by dividing \$50,000 by the closing price of ORBCOMM Inc. (the "Company") common stock on January 2, 2013 of \$3.83 per share. The RSUs vest on January 1, 2014.

(2) Includes 8,403 shares underlying time vested RSUs that vested on January 1, 2013.

(3) 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.

(4) 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.

(5) 166,667 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.

(6) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014

(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. Remarks: Exhibit 24 - Power of Attorney

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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