

ORBCOMM Inc.
Form 4
July 03, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eisenberg Marc

(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)
07/02/2013

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)

Chief Executive Officer

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
Common Stock	07/02/2013		M		1,801	A	\$ 2.325
Common Stock	07/02/2013		M		12,845	A	\$ 2.325
Common Stock	07/02/2013		S ⁽¹⁾		14,646	D	\$ 4.572
Common Stock	07/03/2013		M		5,223	A	\$ 2.325
Common Stock	07/03/2013		S ⁽¹⁾		5,223	D	\$ 4.587

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(3)

Restricted
Stock Unit
(Performance
Vested) (4)

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., 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 2.325	07/02/2013		M	1,801	03/31/2005 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock
Stock Option (Right to Buy)	\$ 2.325	07/02/2013		M	12,845	12/31/2007 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock
Stock Option (Right to Buy)	\$ 2.325	07/03/2013		M	5,223	12/31/2007 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock
Stock Appreciation Right	\$ 11					⁽⁶⁾	⁽⁶⁾	Common Stock
Stock Appreciation Right	\$ 2.46					⁽⁷⁾	⁽⁷⁾	Common Stock
Stock Appreciation Right	\$ 2.46					⁽⁸⁾	⁽⁸⁾	Common Stock
Stock Appreciation Right	\$ 4.96					⁽⁹⁾	⁽⁹⁾	Common Stock

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- (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. One-third of the
- (6) 130,000 PV SAR awards originally granted was to vest based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire on October 5, 2016 and have an exercise price equal to the initial offering price of \$11.00 per share.
- 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. The PV SAR awards vested based on the achievement by the employee and/or 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.
- (7)
- 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 to the date of exercise of the TV SAR. 50,000 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 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. 125,000 of the TV SAR awards vested on December 31, 2008 and 150,000 of the TV SAR awards 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.
- (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 to the date of exercise of the PV SAR. One half of the 100,000 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, 32,500 PV SARs vested based on achievement of certain 2011 performance targets and 17,500 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 to 2012 performance targets as well.)
- (10)
- 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.
- (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 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.
- (12)

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