

ORBCOMM Inc.  
Form 4  
October 03, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dziemian David A.

(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)  
06/13/2013

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)  
VP, Cntrlr & Princ Acct Off

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Restricted Stock Unit (Performance Vested) <sup>(1)</sup>	06/13/2013		A		5,000	A	\$ 0 5,000
						D	

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 2.46					(2)	(2)	Common Stock	18,000 (2)
Stock Appreciation Right	\$ 2.46					(3)	(3)	Common Stock	4,800 (3)
Stock Appreciation Right	\$ 3.15					(4)	(4)	Common Stock	4,800 (4)
Stock Appreciation Right	\$ 2.03					(5)	(5)	Common Stock	4,200 (5)
Stock Appreciation Right	\$ 3.51					(6)	(6)	Common Stock	2,500 (6)
Stock Appreciation Right	\$ 3.15					(7)	(7)	Common Stock	5,400 (7)
Stock Appreciation Right	\$ 3.53					(8)	(8)	Common Stock	10,000 (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dziemian David A. C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662			VP, Cntrler & Princ Acct Off	

## Signatures

Christian Le Brun, by power of  
attorney

10/03/2013

\_\_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 Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. The PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for the fiscal year 2013.  
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 (March 3, 2010) to the date of exercise of the TV SAR.
- (2) The TV SAR awards are fully vested. 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 (March 3, 2010) to the date of exercise. The PV SAR awards are fully vested. 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.
- (3) Each PV SAR represents the from right to receive a payment measured by the increase in the fair market value of one share of common stock the date of grant of the PV SAR (April 22, 2011) to the date of exercise of the PV SAR. The PV SAR awards are fully vested. The PV SARs expire on April 22, 2021 and have an exercise price of \$3.15 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 (August 10, 2011) to the date of exercise of the TV SAR. The TV SAR awards are fully vested. The TV SAR awards expire on August 10, 2021 and have an exercise price of \$2.03 per share, the closing price of the common stock on the grant date.
- (5) 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 (February 9, 2012) to the date of exercise of the TV SAR. The TV SAR awards are fully vested. The TV SAR awards expire on February 9, 2022 and have an exercise price of \$3.51 per share, the closing price of the common stock on the grant date.
- (6) Each PV SAR represents the from right to receive a payment measured by the increase in the fair market value of one share of common stock the date of grant of the PV SAR (May 15, 2012) to the date of exercise of the PV SAR. The PV SAR awards are fully vested. The PV SARs expire on May 15, 2022 and have an exercise price of \$3.15 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 (October 24, 2012) 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.
- (8)

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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