

ORBCOMM Inc.  
Form 4/A  
March 11, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Kelleher Timothy

(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)  
01/02/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/02/2015

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>	01/02/2015		A		12,214	A	<u>(1)</u>
Common Stock					57,723	<u>(2)</u>	D
Common Stock					3,910,433	<u>(3)</u>	I <u>(3)</u>

by  
CalPERS  
Corporate  
Partners,  
LLC

Edgar Filing: ORBCOMM Inc. - Form 4/A

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelleher Timothy C/O ORBCOMM INC. 395 W. PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662	X			

## Signatures

/s/ Christian Le Brun, by power of attorney  
Date: 03/11/2015

\_\_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 \$80,000 by the closing price of ORBCOMM Inc. common stock on January 2, 2015 of \$6.55 per share. The RSUs vest on January 1, 2016.
- (2) Includes 8,051 shares underlying time vested RSUs that vested on January 1, 2015.
- (3) In May 2014, KMCP Satellite Investments LLC (formerly PCG Satellite Investments LLC) distributed 4,116,383 shares of common stock pro rata to its members, including 3,910,433 shares to its managing member, CalPERS Corporate Partners, LLC, whose manager is KMCP Advisors II LLC. Following such distribution, CalPERS Corporate Partners, LLC does not have any beneficial ownership of the shares of common stock held by the other members of KMCP Satellite Investments LLC. Timothy Kelleher is a Managing Partner

## Edgar Filing: ORBCOMM Inc. - Form 4/A

of KMCP Advisors II LLC. Mr. Kelleher disclaims beneficial ownership of the shares held by CalPERS Corporate Partners, LLC except to the extent of his pecuniary interest therein.

### **Remarks:**

Explanatory Note: This amendment does not amend the information relating to the grant of time vested Restricted Stock Units.

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.