

ORBCOMM Inc.  
Form 4  
December 17, 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 \*  
Milcos Constantine

(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)  
12/15/2015

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)  
Sr. VP, Chief Acct 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock  |                                      |  |                                |   | 4,407   | D  |                                   |
| Restricted Stock Unit (Performance Vested) <sup>(1)</sup> | 12/15/2015                           |  | A                              |   | 2,949   | A  | \$ 0 2,949                        |
| Restricted Stock Unit (Time Vested) <sup>(2)</sup>        | 12/15/2015                           |  | A                              |   | 2,949   | A  | \$ 0 2,949                        |
|   |                                      |  |                                |   | 3,000   | D  |                                   |

Restricted  
Stock Unit  
(Performance  
Vested) <sup>(3)</sup>

Restricted  
Stock Unit  
(Performance  
Vested) <sup>(4)</sup>

2,000 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)

| 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                   | \$ 6.6   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>  | Common Stock  | 6,100 <u>(5)</u>           |
| Stock Appreciation Right                   | \$ 5.92  |                                      |  |                                |   | <u>(6)</u>   | <u>(6)</u>  | Common Stock  | 6,100 <u>(6)</u>           |
| Stock Appreciation Right                   | \$ 5.14  |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>  | Common Stock  | 24,000 <u>(7)</u>          |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                            |       |
|--------------------------------|---------------|-----------|----------------------------|-------|
|                                | Director      | 10% Owner | Officer                    | Other |
| Milcos Constantine             |               |           | Sr. VP, Chief Acct Officer |       |

C/O ORBCOMM INC.  
395 W PASSAIC STREET, SUITE 325  
ROCHELLE PARK, NJ 07662

## Signatures

/s/ Christian Le Brun, by power of  
attorney

12/17/2015

\_\_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 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 ORBCOMM Inc. (the "Company") of certain performance targets for fiscal year 2016.

(2) Each Time Vested Restricted Stock Unit represents the right to receive one share of common stock on the vesting date, January 1, 2017.

(3) Each 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 fiscal year 2015.

(4) Each 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 fiscal year 2015.

(5) 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. The TV SAR awards will vest on January 1, 2016. The TV SAR awards will 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 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 (September 25, 2013) to the date of exercise of the TV SAR. The TV SAR awards vested on September 25, 2014. The TV SAR awards expire on September 25, 2023 and have an exercise price of \$5.14 per share, the closing price of the common stock on the grant date.

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.