

Eisenberg Jerome B
 Form 4
 January 04, 2018

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 Jerome B

(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)
 01/01/2018

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/01/2018		M	9,324 A \$0	969,998	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.

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (Time Vested)	\$ 0 ⁽¹⁾	01/01/2018		M	9,324	⁽¹⁾ ⁽¹⁾	Common Stock	9,324
Restricted Stock Unit (Time Vested)	\$ 0 ⁽²⁾	01/02/2018		A	7,790	⁽²⁾ ⁽²⁾	Common Stock	7,790
Stock Appreciation Right	\$ 8.58					⁽³⁾ ⁽³⁾	Common Stock	30,000 ⁽³⁾

Reporting Owners

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

Signatures

/s/ Christian Le Brun, by power of attorney
Date: 01/04/2018

**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) Shares of ORBCOMM Inc. common stock underlying Time Vested Restricted Stock Units ("TV RSUs") that vested on January 1, 2018. Each TV RSU represents the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was determined by dividing \$80,000 by the closing price of ORBCOMM Inc. common stock on January 2, 2018 of \$10.27 per share. The TV RSUs vest on January 1, 2019.
- (2)
- (3)

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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 ORBCOMM Inc. common stock from the date of grant of the TV SAR (January 3, 2017) to the date of exercise of the TV SAR. One-half of the 30,000 TV SAR awards vested on January 1, 2018 and the other half will vest on March 31, 2018. The TV SAR awards expire on January 3, 2027 and have an exercise price of \$8.58 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.