

Milcos Constantine  
 Form 4  
 August 02, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
 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)  
 07/31/2018

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)

Sr VP CAO & Interim CFO

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)
Common Stock				(A) or (D) Price	17,162 <sup>(1)</sup>	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 (Performance Vested)	\$ 0 <sup>(2)</sup>	07/31/2018		A	5,000	<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	5,000
Restricted Stock Unit (Performance Vested)	\$ 0 <sup>(3)</sup>	07/31/2018		A	5,000	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	5,000
Restricted Stock Unit (Time Vested)	\$ 0 <sup>(4)</sup>	07/31/2018		A	10,000	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	10,000
Stock Appreciation Right	\$ 6.6					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	6,100 <sup>(5)</sup>
Stock Appreciation Right	\$ 5.92					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	6,100 <sup>(6)</sup>
Restricted Stock Unit (Performance Vested)	\$ 0 <sup>(7)</sup>					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	2,004
Restricted Stock Unit (Time Vested)	\$ 0 <sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>	Common Stock	2,004

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Milcos Constantine C/O ORBCOMM, INC. 395 W. PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662			Sr VP CAO & Interim CFO	

## Signatures

/s/ Christian Le Brun, by power of  
attorney

08/02/2018

\_\_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) Includes 275 shares of common stock acquired on May 31, 2018 under the ORBCOMM Inc. (the "Company") 2016 Employee Stock Purchase Plan in transactions that were exempt under Rule 16b-3(e).
- (2) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the Company of a certain performance target for fiscal year 2018.
- (3) Each PV RSU represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the Company of a certain performance target for fiscal year 2018.
- (4) Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock or its cash equivalent on the vesting date, January 1, 2019.  
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 (December 17, 2014) to the date of exercise of the TV SAR. The TV SAR awards vested on January 1, 2016. The TV SAR awards 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.
- (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 (December 12, 2013) 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.
- (6) Each PV RSU represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2018.
- (7) Each PV RSU represents the right to receive one share of common stock or its cash equivalent. The PV RSU will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2018.
- (8) Each TV RSU represents the right to receive one share of common stock or its cash equivalent on the vesting date, January 1, 2019.

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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