

Eisenberg Jerome B
 Form 4
 January 03, 2019

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)
 01/01/2019

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/01/2019 | | M | 2,109 A \$ 0 | 922,755 | D | |
| Common Stock | 01/01/2019 | | M | 7,790 A \$ 0 | 930,545 | 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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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).

Each Time Vested Restricted Stock Unit ("TV RSU") represented the right to receive one share of common stock or its cash equivalent.

(1) The number of TV RSUs was determined by dividing \$20,000 by the closing price of ORBCOMM Inc. ("Company") common stock on August 1, 2018 of \$9.48 per share. The TV RSUs vested on January 1, 2019.

Each TV RSU represented the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was

(2) determined by dividing \$80,000 by the closing price of Company common stock on January 2, 2018 of \$10.27 per share. The TV RSUs vested on January 1, 2019.

Each TV RSU represents the right to receive one share of common stock or its cash equivalent. The number of TV RSUs was determined

(3) by dividing \$100,000 by the closing price of Company common stock on January 2, 2019 of \$8.51 per share. The TV RSUs vest on January 1, 2020.

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 Company common stock from the date of grant of the TV SAR (January 3, 2017) to the date of exercise of

(4) the TV SAR. One-half of the 30,000 TV SAR awards vested on January 1, 2018 and the other half vested 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.

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