

ORBCOMM Inc.
Form 3/A
November 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hans E W Hoffmann | | (Month/Day/Year) | ORBCOMM Inc. [ORBC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/02/2006 | | 11/02/2006 |
| 2115 LINWOOD AVE,Â SUITE 100 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | <input type="checkbox"/> Other | |
| FORT LEE,Â NJÂ 07024 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 40,024 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (Right to Buy) | Â (1) | Â (1) | Common Stock | 16,667 | \$ 2.775 | D | Â |
| Series A Convertible Redeemable Preferred Stock | 08/13/2004 | Â (2) | Common Stock | 7,163 (2) | \$ (2) | D | Â |
| Series B Convertible Redeemable Preferred Stock | 12/30/2005(4) | Â (3) | Common Stock | 2,647 (3) | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hans E W Hoffmann 2115 LINWOOD AVE SUITE 100 FORT LEE, NJ 07024 | Â X | Â | Â | Â |

Signatures

/s/ Brad Franco, by power of attorney
11/13/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 16,667 Options were issued on February 17, 2004. 8,334 Options were vested as of such date. The remaining 8,333 Options vest at a rate of 12.5% per quarter beginning March 31, 2004. The Options expire on February 17, 2009.
- (2) The Series A Convertible Redeemable Preferred Stock is convertible into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and has no expiration date.
- (3) The Series B Convertible Redeemable Preferred Stock is convertible into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and has no expiration date.
- (4) The original Form 3 reported 12/20/2005 as the date exercisable due to a clerical error.

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.