

Edgar Filing: ORBCOMM Inc. - Form SC 13G/A

ORBCOMM Inc.
Form SC 13G/A
July 02, 2007

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

ORBCOMM Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

68555P100

(CUSIP Number)

May 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 68555P100

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Franco Family L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER
SHARES 721,694

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 721,694

PERSON 8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

721,694

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12. TYPE OF REPORTING PERSON

PN

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

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Franco Mgt. L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF 5. SOLE VOTING POWER

SHARES 721,694

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 721,694

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

721,694

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12. TYPE OF REPORTING PERSON

OO

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Estate of Don Franco

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Nancy M. Franco 2006 GRAT

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF 5. SOLE VOTING POWER

SHARES 499,294

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 499,294

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

499,294

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%

12. TYPE OF REPORTING PERSON

OO

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Bradley C. Franco

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5. SOLE VOTING POWER
SHARES 1,225,673

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 1,225,673

PERSON 8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,225,673

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12. TYPE OF REPORTING PERSON

IN

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CUSIP No. 68555P100

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Nancy M. Franco

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

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NUMBER OF 5. SOLE VOTING POWER
SHARES 275,000

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 275,000

PERSON 8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
380,038

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.9%

12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Trust Under The Will of Don Franco Article Fourth

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF 5. SOLE VOTING POWER
SHARES 105,038

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
0

7. SOLE DISPOSITIVE POWER
105,038

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
105,038

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.3%

12. TYPE OF REPORTING PERSON
00

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Item 1.

- (a) Name of Issuer:
ORBCOMM Inc.
- (b) Address of Issuer's Principal Executive Offices:
2115 Linwood Ave., Suite 100
Fort Lee, New Jersey 07024

Item 2.

- (a) Name of Person Filing:
- i. Franco Family L.P.
 - ii. Franco Mgt. L.L.C., which is the general partner of Franco Family L.P.
 - iii. Estate of Don Franco
 - iv. Nancy M. Franco 2006 GRAT
 - v. Bradley C. Franco, who is the manager of Franco Mgt. L.L.C., the trustee of the Nancy M. Franco 2006 GRAT and the son of Nancy M. Franco. Mr. Franco disclaims beneficial ownership of the shares held by Franco Mgt. L.L.C. and the Nancy M. Franco 2006 GRAT except to the extent of his pecuniary interest

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therein.

- vi. Nancy M. Franco, who is the executrix of the Estate of Don Franco and a trustee of the Trust Under The Will of Don Franco Article Fourth. Mrs. Franco disclaims beneficial ownership of the shares held by the Estate of Don Franco except to the extent of her pecuniary interest therein.
- vii. Trust Under The Will of Don Franco Article Fourth.

(b) Address of Principal Business Office or, if none, Residence:

- i. Franco Family L.P.
13 Webster Avenue
Summit, NJ 07901
- ii. Franco Mgt. L.L.C.
13 Webster Avenue
Summit, NJ 07901
- iii. Estate of Don Franco
12 Hickory Hill Road
Saddle River, NJ 07458
- iv. Nancy M. Franco 2006 GRAT
12 Hickory Hill Road
Saddle River, NJ 07458
- v. Bradley C. Franco
13 Webster Avenue
Summit, NJ 07901
- vi. Nancy M. Franco
12 Hickory Hill Road
Saddle River, NJ 07458
- vii. Trust Under The Will of Don Franco Article Fourth
12 Hickory Hill Road
Saddle River, NJ 07458

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(c) Citizenship:

- i. Franco Family L.P.: Delaware
- ii. Franco Mgt. L.L.C.: New Jersey
- iii. Estate of Don Franco: N/A
- iv. Nancy M. Franco 2006 GRAT: New Jersey
- v. Bradley C. Franco: United States of America
- vi. Nancy M. Franco: United States of America
- vii. Trust Under The Will of Don Franco Article Fourth: N/A

(d) Title of Class of Securities:

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Common Stock, \$0.001 par value per share

(e) CUSIP Number:

68555P100

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(1) Franco Family L.P.

- (a) Amount beneficially owned: 721,694
- (b) Percent of class: 2.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 721,694
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
721,694
 - (iv) Shared power to dispose or to direct the disposition of: 0

(2) Franco Mgt. L.L.C.

- (a) Amount beneficially owned: 721,694
- (b) Percent of class: 2.5%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 721,694
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
721,694
 - (iv) Shared power to dispose or to direct the disposition of: 0

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(3) Estate of Don Franco

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of: 0

(4) Nancy M. Franco 2006 GRAT

- (a) Amount beneficially owned: 499,294
- (b) Percent of class: 1.2%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 499,294
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
538,401
 - (iv) Shared power to dispose or to direct the disposition of: 0

(5) Bradley C. Franco

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- (a) Amount beneficially owned: 1,225,673
 - (b) Percent of class: 3.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 1,225,673
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
1,225,673
 - (iv) Shared power to dispose or to direct the disposition of: 0
- (6) Nancy M. Franco
- (a) Amount beneficially owned: 380,038
 - (b) Percent of class: 0.9%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 275,000
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
275,000
 - (iv) Shared power to dispose or to direct the disposition of: 0
- (7) Trust Under The Will of Don Franco Article Fourth
- (a) Amount beneficially owned: 105,038
 - (b) Percent of class: 0.3%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 105,038
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
105,038
 - (iv) Shared power to dispose or to direct the disposition of: 0

* Includes 275,000 and 47,904 shares of common stock issuable under options and warrants, respectively, that are immediately exercisable.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

Not applicable.

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Signature

After reasonable inquiry and to the best of our knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 2, 2007

FRANCO FAMILY L.P.

By: Franco Mgt. L.L.C., General Partner

By: /s/ Bradley C. Franco

Name: Bradley C. Franco

Title: Manager

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: July 2, 2007

FRANCO FAMILY L.P.

By: Franco Mgt. L.L.C., General Partner

By: /s/ Bradley C. Franco

Bradley C. Franco

Manager

FRANCO MGT. L.L.C.

By: /s/ Bradley C. Franco

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Bradley C. Franco
Manager

ESTATE OF DON FRANCO

By: /s/ Nancy M. Franco

Nancy M. Franco
Executrix

NANCY M. FRANCO 2006 GRAT

By: /s/ Bradley C. Franco

Bradley C. Franco
Trustee

BRADLEY C. FRANCO

/s/ Bradley C. Franco

NANCY M. FRANCO

/s/ Nancy M. Franco

TRUST UNDER THE WILL OF DON FRANCO
ARTICLE FOURTH

By: /s/ Nancy M. Franco

Nancy M. Franco
Trustee

By: /s/ John Franco

John Franco
Trustee

By: /s/ Alan Doerner

Alan Doerner
Trustee